Dunn James A Form 4 April 03, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box subject to

if no longer Section 16. Form 4 or

Form 5 obligations may continue. See Instruction **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

(Last)

Common

Stock

1. Name and Address of Reporting Person * Dunn James A

> (First) (Middle)

C/O CITI TRENDS, INC., 104 COLEMAN BLVD

SAVANNAH, GA 31408

(Street)

03/29/2018

2. Issuer Name and Ticker or Trading Symbol

Citi Trends Inc [CTRN]

3. Date of Earliest Transaction (Month/Day/Year) 03/29/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

Code V

OMB APPROVAL

OMB Number:

3235-0287

January 31, Expires:

2005 Estimated average

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response... 0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner

X_ Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Sr VP of Store Operations

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Amount

(A)

or

(D)

Owned Following Reported Transaction(s) (Instr. 3 and 4) Price

5. Amount of

Securities

Beneficially

\$ S 13,688 D 30.97 (1)

Ownership Form: Direct (D) or

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(9-02)

Indirect (I) (Instr. 4)

D 50,078

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dunn James A C/O CITI TRENDS, INC. 104 COLEMAN BLVD SAVANNAH, GA 31408

Sr VP of Store Operations

Signatures

Constance Matousek, as attorney in fact

04/03/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$ 30.43 to \$ 31.35, inclusive. The reporting person undertakes to provide to Citi Trends, Inc., and any security holder of Citi Trends, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in this footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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