Edgar Filing: Dunn James A - Form 4

Dunn James	A											
Form 4	10											
March 14, 20											PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287				
Check this box if no longer subject to Section 16.				CHANGES IN BENEFICIAL OWNERSHIP O SECURITIES						Expires: Estimated	•	
Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	Filed put	(a) of the		6(a) of ility He	the oldi	Securiti ing Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40	burden hou response n	•	
(Print or Type R	esponses)											
Dunn James A S				2. Issuer Name and Ticker or Trading Symbol Citi Trends Inc [CTRN]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			3. Date of Earliest Transaction (Month/Day/Year) 03/12/2019						Director 10% Owner XOfficer (give title Other (specify below) below) Sr VP of Store Operations			
				Amendment, Date Original (Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
SAVANNA	H, GA 31408								Person	Nore than One R	eporting	
(City)	(State)	(Zip)	Table	e I - Non	1-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year) Execution any		Code (Instr.	8)	4. Securi nAcquired Disposed (Instr. 3, Amount	l (A) o l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	03/12/2019			A	v	3,622	(D) A	\$ 0	53,700	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transacti Code (Instr. 8)	5. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	03/12/2019		А	3,622	<u>(1)</u>	03/12/2022	Common Stock	3,622

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								
/s/ Jason Moschner as		03/14/20	19					

attorney-in-fact <u>**</u>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).
- (1) Each Restricted Stock Unit represents a contingent right to receive one share of Citi Trends Common Stock. The Restricted Stock Units vest upon Citi Trends achieving various levels of profitability.

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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