Dunn James A Form 4 March 22, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005 Estimated average

0.5

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Dunn James A Issuer Symbol Citi Trends Inc [CTRN] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O CITI TRENDS, INC., 104 03/20/2018 below) **COLEMAN BLVD** Sr VP of Store Operations (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SAVANNAH, GA 31408 Person (City) (State) (Zip)

	Table 1 - Non-Delivative Securities Acquired, Disposed 61, 61 Beneficiary Owned								
2. Transaction Date	action Date 2A. Deemed 3.		4. Securities			5. Amount of	6. Ownership	7. Nature of	
(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or				Securities	Form: Direct	Indirect	
	any	Code	e Disposed of (D)			Beneficially	(D) or	Beneficial	
	(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership		
						Following	(Instr. 4)	(Instr. 4)	
			(A)			Reported			
						Transaction(s)			
		Code V	Amount	(D)	Price	(Instr. 3 and 4)			
03/20/2018		A	4,990	A	\$0	63,766	D		
	(Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)	2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V	2. Transaction Date 2A. Deemed 3. 4. Securion Month/Day/Year) Execution Date, if any Code Disposed (Month/Day/Year) (Instr. 8) (Instr. 3, Code V Amount	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Code V Amount (D)	2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of	2. Transaction Date (Month/Day/Year) 2A. Deemed 3. 4. Securities 5. Amount of (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Code Disposed of (D) Execution Date, if any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (Indirect (I) Following Reported Transaction(s) (Instr. 4) Transaction(s) (Instr. 3 and 4) Oregin (Instr. 3) Code V Amount (D) Price Amount (D) Price (D) Ownership Form: Direct (D) Owned (D) Owned (D) (D)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

Edgar Filing: Dunn James A - Form 4

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title a		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	xercise e of vative	Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amount of Underlying Securities (Instr. 3 and 4)	ing es	Derivative Security (Instr. 5)	Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Title N 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 03/22/2018

**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).

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.

Reporting Owners 2