Citi Trends Inc
Form DEF 14A
April 30, 2007

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

o	Preliminary Proxy Statement
o	**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
x	Definitive Proxy Statement
o	Definitive Additional Materials
o	Soliciting Material Pursuant to §240.14a-12

Citi Trends, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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x	No fee required.	
o	Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.	
	(1)	Title of each class of securities to which transaction applies:
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o	Fee paid previously with preliminary materials.	
o	Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.	
	(1)	Amount Previously Paid:
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	(3)	Filing Party:
	(4)	Date Filed:

102 Fahm Street

Savannah, Georgia 31401

(912) 236-1561

April 27, 2007

Dear Stockholder:

You are cordially invited to attend the annual meeting of stockholders of Citi Trends, Inc. to be held at

10:00 a.m., EDT, on Wednesday, May 30, 2007, at the Hilton Garden Inn, 321 West Bay Street, Savannah, Georgia 31401. The formal notice of annual meeting appears on the next page.

In addition to the formal items of business to be brought before the meeting, I will be pleased to report on the affairs of the Company.

We look forward to greeting personally those stockholders who are able to be present at the meeting. However, whether or not you plan to be with us at the meeting, it is important that your shares be represented. Accordingly, you are requested to complete, sign, date and return the enclosed proxy card promptly in the envelope provided.

Very truly yours,

R. Edward Anderson
Chairman and Chief Executive Officer

Citi Trends, Inc.

102 Fahm Street

Savannah, Georgia 31401

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

to be held on May 30, 2007

TO THE STOCKHOLDERS:

You are cordially invited to attend the annual meeting of stockholders of Citi Trends, Inc., a Delaware corporation, which will be held at the Hilton Garden Inn, 321 West Bay Street, Savannah, Georgia 31401, on Wednesday, May 30, 2007, at 10:00 a.m., EDT, for the following purposes:

1. To elect one director to our board of directors to serve as a Class II director whose term will expire in 2010;

2. To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending February 2, 2008; and

3. To transact any other business properly brought before the meeting or any adjournment or postponement of the meeting.

You can vote your shares of common stock if our records show that you were the owner of the shares as of the close of business on April 2, 2007, the record date for the annual meeting.

Whether or not you plan to attend the meeting in person, please complete, sign, date and return the accompanying proxy card promptly, so that your shares may be represented and voted at the annual meeting. A return envelope is enclosed for your convenience. No postage need be affixed to the enclosed envelope if mailed in the United States.

By Order of the Board of Directors,

Bruce D. Smith

Senior Vice President, Chief Financial Officer and Secretary

April 27, 2007

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CITI TRENDS, INC.

102 Fahm Street

Savannah, Georgia 31401

PROXY STATEMENT

Annual Meeting of Stockholders

to be held on May 30, 2007

GENERAL INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

This proxy statement is furnished in connection with the solicitation by the board of directors of Citi Trends, Inc. of proxies to be voted at the annual meeting of stockholders on May 30, 2007. This proxy statement, the accompanying proxy card and the annual report to stockholders are being mailed to stockholders on or about April 30, 2007.

The principal executive offices of Citi Trends, Inc., a Delaware corporation, are located at 102 Fahm Street, Savannah, Georgia 31401, and our telephone number is (912) 236-1561.

The terms Citi Trends or the Company (as well as the words we, us and our) refer to Citi Trends, Inc. References to you or your refer t stockholders.

In this section of the proxy statement, we answer some common questions regarding the annual meeting of stockholders and the voting of shares of common stock at the meeting.

Where and when will the annual meeting be held?

The date, time and place of the meeting are: May 30, 2007 at 10:00 a.m., EDT, at Hilton Garden Inn, 321 West Bay Street, Savannah, Georgia 31401.

Why did you send me this proxy statement?

This proxy statement was prepared under the direction of our board of directors to solicit your proxy for voting at our annual meeting. We sent you this proxy statement and the enclosed proxy card because our board of directors is asking for your proxy to vote your shares at the annual meeting. We have summarized information in this proxy statement that you should consider in deciding how to vote at the meeting. But you do not have to attend in order to vote your shares. Instead, you may simply complete, sign and return the enclosed proxy card.

What can I vote on at the meeting?

There are two matters scheduled to be voted on at the meeting:

(1) The election of one Class II director to our board of directors to hold office until the annual meeting of stockholders in 2010 and until his successor is elected and qualified; and

(2) Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending February 2, 2008.

How does the board of directors recommend that I vote?

The board of directors recommends that you vote your shares FOR the nominee to the board of directors, and FOR the ratification of KPMG LLP as our independent registered public accounting firm for the fiscal year ending February 2, 2008.

Who can vote?

You can vote your shares of common stock if our records show that you were the owner of the shares as of the close of business on April 2, 2007, the record date for determining the stockholders who are entitled to vote at the annual meeting. As of the close of business on April 2, 2007, there were a total of 13,866,191 shares of our common stock outstanding and entitled to vote at the annual meeting. You get one vote for each share of common stock that you own. Holders of shares of common stock do not have cumulative voting rights. The enclosed proxy card shows the number of shares you can vote.

How are votes counted?

We will hold the annual meeting if stockholders representing the required quorum of shares of common stock entitled to vote either sign and return their proxy cards or attend the meeting. One third of the shares of common stock entitled to vote at the meeting present in person or by proxy will constitute a quorum. If you sign and return your proxy card, your shares will be counted to determine whether we have a quorum even if you abstain or fail to vote as indicated on the proxy card.

Votes withheld from the director nominee, abstentions and broker non-votes will be counted as shares present for the purpose of determining a quorum but will not be counted in determining the number of shares voted for the director nominee or votes cast for or against the proposal to ratify the appointment of KPMG LLP as our independent registered public accounting firm.

What is the required vote for approval?

The election of our nominee for director requires a plurality of the votes cast at the annual meeting; the ratification of the appointment of KPMG LLP as our independent registered public accounting firm requires a majority of the votes cast at the annual meeting on such matter.

How do I vote?

Stockholders of record may vote in person by attending the annual meeting or by completing and returning the proxy by mail. Your vote is very important, so whether you plan to attend the annual meeting or not, we encourage you to vote by proxy as soon as possible.

How do I vote by proxy?

Follow the instructions on the enclosed proxy card to vote on the matters to be considered at the annual meeting. Sign and date the proxy card and mail it back to us in the enclosed envelope. The individuals named and designated as proxies in the proxy card will vote your shares as you instruct. If you do not mark a selection, your proxy will be voted as recommended by the board of directors.

You have the following choices in completing your proxy:

You may vote on each proposal, in which case your shares will be voted in accordance with your choices.

In voting on the nominee for director, you can either vote FOR the nominee or withhold your vote on the nominee.

You may abstain on the proposal to ratify the appointment of KPMG LLP as our independent registered public accounting firm, in which case no vote will be recorded on that matter.

You may return a signed proxy card without indicating your vote on any matter, in which case the designated proxies will vote to elect the nominee as a director and ratify the appointment of KPMG LLP as our independent registered public accounting firm.

What if other matters come up at the annual meeting?

The only matters we now know of that will be voted on at the annual meeting are the proposals we have described in this proxy statement: the election of the Class II director; and the proposal to ratify the appointment of KPMG LLP as our independent registered public accounting firm for 2007. If other matters are properly presented at the meeting, the designated proxies will vote your shares in their discretion.

Can I change my vote after I return my proxy card?

Yes, so long as you are the record holder and not a nominee holder of the shares. At any time before the vote on a proposal, you can change your vote either by giving us a written notice revoking your proxy card or by signing, dating and returning to us a new proxy card or by attending the annual meeting and voting your shares in person. We will honor the proxy card with the latest date.

Proxy revocation notices or new proxy cards should be sent to Citi Trends, Inc. c/o American Stock Transfer and Trust Company, 6201 15th Avenue, Brooklyn, New York 11219.

Can I vote in person at the annual meeting rather than by completing the proxy card?

Although we encourage you to complete and return the proxy card to ensure that your vote is counted, you can attend the annual meeting and vote your shares in person even if you have submitted a proxy card.

What do I do if my shares are held in street name ?

If your shares are held in the name of your broker, a bank or other nominee, that party will give you instructions for voting your shares.

What do I do if I receive duplicate proxy statements and cards?

You may receive more than one proxy statement, proxy card or annual report. This duplication will occur if you have shares registered in different names or your shares are in more than one type of account maintained by American Stock Transfer and Trust Company, our transfer agent. To have all your shares voted, please sign, date and return all proxy cards.

Who will count the votes?

American Stock Transfer and Trust Company will tabulate the votes. Corporate Communications, Inc. will serve as the inspector of election.

Who will conduct this proxy solicitation and who pays for this proxy solicitation?

We regularly retain the services of Corporate Communications, Inc. to assist with our investor relations and other stockholder communications issues. Corporate Communications, Inc. will assist in the solicitation of proxies and will not receive any additional compensation for these services. Corporate Communications, Inc. may solicit proxies by telephone, facsimile, other forms of electronic transmission and by mail. We will reimburse the firm s expenses in connection with the solicitation. In addition, proxies may be solicited on our behalf by directors, officers or employees in person or by telephone, facsimile, electronic transmission and by mail. None of these persons will receive any extra compensation for doing this.

In addition, we will request that brokerage houses, banks and other custodians or nominees holding shares in their names for others forward proxy materials to their customers or principals who are the beneficial owners of shares and we will reimburse them for their expenses in doing so.

PROPOSAL 1:
ELECTION OF DIRECTORS

Our board of directors currently consists of five directors, R. Edward Anderson, Lawrence E. Hyatt, John S. Lupo, Patricia M. Luzier and Tracy L. Noll. Our directors are divided into three classes having staggered three-year terms, so that the term of one class expires at each annual meeting of stockholders. One nominee will be proposed for election as a Class II director at the annual meeting to hold office until the annual meeting in 2010 and until his successor is duly elected and qualified. Our other Class II director, Mr. Noll, has indicated that he has decided not to stand for re-election and his term will end at the annual meeting. Although no candidate has been identified to date, it is intended that the vacancy resulting from Mr. Noll s decision not to stand for re-election will be filled by the remaining directors, in accordance with the Company s bylaws, subsequent to the annual meeting.

It is intended that the persons named in the accompanying proxy will vote to elect the nominee listed below unless authority to vote is withheld. The nominee will serve until the annual meeting of stockholders at which his term expires or until an earlier resignation or retirement or until a successor is elected and qualifies to serve.

The nominee has agreed to stand for election and is available for election. However, if a vacancy in the slate of nominees is caused by death or other unexpected occurrence, it is intended that shares represented by the accompanying proxy will be voted for the election of a substitute nominee selected by the persons named in the proxy.

Nominee for Election as Director for a Term Expiring at the 2010 Annual Meeting of Stockholders

John S. Lupo currently serves as a Class II director whose term expires at the annual meeting. Mr. Lupo has been nominated by our board of directors to stand for re-election at the annual meeting for a three-year term expiring in 2010.

Mr. Lupo is currently Chair of the Compensation Committee of our board of directors, a member of the Audit Committee of our board of directors and a member of the Nominating and Corporate Governance Committee of our board of directors. Mr. Lupo s biographical information is set forth on the following page.

Vote Required; Recommendation

The director will be elected by a plurality of the votes cast so long as a quorum is present at the annual meeting. Unless otherwise indicated on the proxy, properly executed proxies will be voted to elect the nominee for director.

The board of directors recommends that stockholders vote FOR the nominee listed above for election as a Class II director.

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BOARD OF DIRECTORS AND COMMITTEES OF THE BOARD OF DIRECTORSRS

Our board of directors consists of five directors, (Messrs. Anderson, Hyatt, Lupo, and Noll and Ms. Luzier), all whom except Mr. Anderson have been determined by the board to be independent under NASDAQ listing standards. Mr. Gregory P. Flynn, who served as a director until May 2006, was determined by the board not to be independent. Our Second Amended and Restated Certificate of Incorporation divides our board into three classes having staggered terms, with one of such classes being elected each year for a new three-year term. Our Class II directors, John S. Lupo and Tracy L. Noll, have an initial term expiring in 2007, our Class III directors, Messrs. Anderson and Hyatt, have an initial term expiring in 2008 and our Class I director, Ms. Patricia M. Luzier, has a term expiring in 2009.

Directors

The following sets forth selected biographical information for our directors.

Class II Directors with Terms Expiring in 2007.

John S. Lupo. Mr. Lupo, age 60, has served as a director since May 2003, and is the Chairman of the Compensation Committee, as well as a member of the Audit Committee and the Nominating and Corporate Governance Committee. Mr. Lupo is a principal in the consulting firm Renaissance Partners, LLC, which he joined in February 2000. From November 1998 until December 1999, Mr. Lupo served as Executive Vice President of Basset Furniture. From October 1996 until October 1998, Mr. Lupo served as the Chief Operating Officer of the International Division of Wal-Mart Stores Inc., and from September 1990 until September 1996, Mr. Lupo served as Senior Vice President and General Merchandise Manager of Wal-Mart Stores Inc. Mr. Lupo currently serves as a director for Spectrum Brands (formerly known as Rayovac Corp.), and as a director of AB Electrolux.

Tracy L. Noll. Mr. Noll, age 58, has served as a director since July 2000 and is the Chairman of the Audit Committee, as well as a member of the Compensation Committee and the Nominating and Corporate Governance Committee. Mr. Noll is currently a private investor based in Dallas, Texas. He served as President and Chief Operating Officer of National Dairy Holdings, L.P. a dairy producer, from April 2001 to September 2003. He served as Executive Vice President of Suiza Foods Corporation from September 1994 until March 2001, including serving as Chief Financial Officer from September 1994 until July 1997. He served as Vice President and Chief Financial Officer of Morningstar Foods Inc. from April 1988 until June 1994. Mr. Noll currently serves as a director of Reddy Ice Group, Inc.

Continuing Class III Directors with Terms Expiring in 2008.

R. Edward Anderson. Mr. Anderson, age 57, has served as the Chief Executive Officer and as a director since December

2001. He has served as Chairman of our board of directors since May 2006. Prior to his current responsibilities, Mr. Anderson served as Executive Vice President and Chief Financial Officer of Variety Wholesalers, our previous parent company, from December 1997 to December 2001. From 1978 to 1994, Mr. Anderson served as Chief Financial Officer of Rose s Stores, Inc., a discount retailer. In August 1994, Mr. Anderson was promoted to Chief Executive Officer of Rose s Stores, Inc. and served in this position until December 1997. Mr. Anderson also served as the Chairman of the board of directors of Rose s Stores, Inc. from August 1994 to December 1997.

Lawrence E. Hyatt. Mr. Hyatt, age 52, has served as a director since November 2006, and is a member of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. Mr. Hyatt has served as the Chief Financial Officer, Secretary and Treasurer of O Charley s Inc., a multi-concept restaurant company, since November 2004. Prior to that time, Mr. Hyatt had served as the Executive Vice President and Chief Financial Officer of Cole National Corporation, a specialty retailer, from 2002 to 2004, as Chief Financial and Restructuring Officer of PSINet Inc., an internet service provider, from 2000 to 2002, as Chief Financial Officer of HMS Host Corporation, a subsidiary of Autogrill S.p.A., from 1999 to 2002, and as Chief Financial Officer of Sodexho Marriott Services, Inc. and its predecessor company from 1989 to 1999.

Continuing Class I Director with a Term Expiring in 2009.

Patricia M. Luzier. Ms. Luzier, age 57, has served as a director since November 2005 and is the Chair of the Nominating and Corporate Governance Committee, as well as a member of the Audit Committee and the Compensation Committee. Ms. Luzier currently has her own private consulting business focused on human resource management, organizational development and executive coaching. Ms. Luzier was previously the Senior Vice President and Chief Administrative Officer of Cole National Corporation, a specialty retailer, from 1999 until October 2004. She served as Senior Vice President, Human Resources and Administration for HomePlace Group, Inc. from 1998 until 1999. She also served as Senior Vice President of Human Resources with Vicorp Restaurants, Inc. from 1994 until 1998. Ms. Luzier currently serves as a director for Dale Carnegie and Associates.

Board of Directors Committees

The board of directors has established an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee each comprised solely of the independent members of our board of directors, Messrs. Hyatt, Lupo and Noll and Ms. Luzier.

Audit Committee

The Audit Committee, currently consisting of all four of the Company s independent directors: Messrs. Hyatt, Lupo and Noll and Ms. Luzier, reviews our internal accounting procedures and consults with and reviews the services provided by our independent registered public accountants. The current members of the Audit Committee satisfy NASDAQ s audit committee member independence requirements. Mr. Noll is the Chairman of the Audit Committee. The board of directors has determined that each of Mr. Noll and Mr. Hyatt is an audit committee financial expert as defined by rules of the Securities and Exchange Commission (the SEC). During fiscal 2006, the Audit Committee met six times.

The Audit Committee was established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934. The Audit Committee oversees the Company s accounting and financial reporting processes, both internal and external, and audits of the Company s financial statements, on behalf of the board of directors. The principal duties and responsibilities of our Audit Committee, among other things, are to:

have direct responsibility for the appointment, selection, compensation, retention, replacement and oversight of the work of our independent registered public accounting firm, including prescribing what services are allowable and approving in advance all services provided by them;

discuss with the internal auditors and the independent registered public accounting firm the overall scope and plans for their respective audits and the results of their respective audits;

review our annual audited financial statements, and quarterly unaudited financial statements and discuss the statements with management and the independent registered public accounting firm and review our earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies;

review and discuss with management, the internal auditors and the independent registered public accounting firm the adequacy and effectiveness of our internal controls, including our ability to monitor and manage business risk, legal and ethical compliance programs and financial reporting;

review and approve all related party transactions consistent with the rules applied to companies listed on The NASDAQ Stock Market; and

establish procedures regarding complaints received by us or our employees regarding accounting, accounting controls or auditing matters.

The Audit Committee is required to report regularly to our board of directors to discuss any issues that arise with respect to the quality or integrity of our financial statements, our compliance with legal or regulatory requirements, the performance and independence of our independent registered public accounting firm, or the performance of the internal audit function. The Audit Committee s work is guided by a written charter which has been approved and adopted by the board of directors. The Audit Committee regularly reviews its charter to ensure that it is meeting all relevant audit committee policy requirements of the SEC, the Public Company Accounting Oversight Board and The NASDAQ Stock Market. A copy of the current Audit Committee charter is available on the Company s website located at *http://www.cititrends.com*. The information set forth on this website should not be deemed filed with, and is not incorporated by reference into, this proxy statement or any of the Company s other filings under the Securities Act or the Exchange Act, except to the extent that the Company specifically so provides.

Compensation Committee

The Compensation Committee, currently consisting of all four of the Company s independent directors: Messrs. Hyatt, Lupo and Noll and Ms. Luzier, reviews and determines the compensation and benefits of the Company s executive officers and administers our incentive and equity-based compensation plans. Mr. Lupo is the Chairman of the Compensation Committee. The Compensation Committee has adopted a formal charter which is available on our corporate website at *http://www.cititrends.com*. During fiscal 2006, the Compensation Committee met five times. The principal duties and responsibilities of our Compensation Committee, among other things, are to:

review and approve corporate goals and objectives relevant to our Chief Executive Officer s and other named executive officers compensation and evaluate the Chief Executive Officer s performance in light of these goals and objectives;

review and administer the Company s incentive and equity-based compensation plans;

determine and approve the Chief Executive Officer s compensation;

- make recommendations to our board of directors regarding the salaries, incentive compensation plans and equity-based plans for our executive officers;

- oversee, in consultation with management, regulatory compliance with respect to compensation matters; and

- review and approve any severance or similar termination payments proposed or made to any of our current or former executive officers.

The form and amount of director compensation is annually determined by our board of directors after a recommendation from the Nominating and Corporate Governance Committee.

The Compensation Committee has the discretion to delegate all or a portion of its duties and responsibilities to a subcommittee of the Compensation Committee. In addition, the Compensation Committee has delegated limited authority to a committee consisting of our Chief Executive Officer to grant awards under the 2005 Long-Term Incentive Plan to non-executive employees of the Company. The Compensation Committee has the authority and resources to engage compensation consultants, and legal, accounting or other advisors to provide the Committee with advice and information in connection with carrying out its responsibilities. In 2004, the Compensation Committee engaged Towers Perrin (the Compensation Consultant) to provide advice on the Company s executive and director compensation practices.

See Compensation Discussion and Analysis on page 15 of this proxy statement for a discussion of the role of the Compensation Consultant and executive officers in the compensation process and further discussion of the processes and procedures of the Compensation Committee. See also Compensation Committee Report on page 13 of this proxy statement.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee currently consists of all four of the Company s independent directors: Messrs. Hyatt, Lupo and Noll and Ms. Luzier. Ms. Luzier is the Chair of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee has adopted a formal charter which is available on our corporate website at *http://www.cititrends.com*. During fiscal 2006, the Nominating and Corporate Governance Committee met four times. The principal duties and responsibilities of our Nominating and Corporate Governance Committee are to:

review the composition of our board of directors and committee structure and evaluate the performance of directors;

identify individuals qualified to become board members, consistent with criteria approved by our board of directors;

select and recommend individuals as nominees for directors at annual meetings of our stockholders;

develop and recommend to the board of directors a set of corporate governance principles applicable to us and periodically review and assess such corporate governance principles;

review the institutional and other affiliations of our board members and nominees for directors for any potential conflicts of interests and make recommendations to our board of directors with respect to the determination of director independence; and

- review and make recommendations to our board of directors concerning compensation arrangements for non-employee members of our board of directors.

Code of Business Conduct and Ethics

We have adopted a written Code of Business Conduct and Ethics applicable to our directors, executive officers (including our principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions) and employees in accordance with the rules of The NASDAQ Stock Market and the SEC. Our Code of Business Conduct and Ethics is designed to deter wrongdoing and to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;

- full, fair, accurate, timely and understandable disclosure in reports and documents that we file with the SEC and in all other public communications;

compliance with applicable laws, rules and regulations, including insider trading compliance; and

accountability for adherence to the code and prompt internal reporting of violations of the code, including illegal or unethical behavior regarding accounting or auditing practices.

The Code of Business Conduct and Ethics is available on our corporate website at *http://www.cititrends.com*. In the event of any amendment or waiver of our Code of Business Conduct and Ethics applicable to our principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions, such amendment or waiver will be posted on our website.

Compensation Committee Interlocks and Insider Participation

The Compensation Committee consists of Messrs. Hyatt, Lupo and Noll and Ms. Luzier. No member of the current Compensation Committee serves or has ever served as one of our executive officers or employees. None of our executive officers serves or has ever served as a member of the board of directors or the compensation committee of any entity that has one or more executive officers serving on our board of directors or our Compensation Committee.

Attendance of Directors

During 2006, the board of directors held seven meetings. Each director attended at least 75% of the aggregate of the total number of meetings held by the board of directors and the total number of meetings held by all committees of the board of directors on which he or she served, which meetings were held when he or she was a director.

Policies Relating to our Board of Directors

Nomination and Selection of Directors

Our Nominating and Corporate Governance Committee identifies and evaluates potential director candidates in a variety of ways. Recommendations may come from current members of our board of directors, professional search firms, members of management, stockholders or other persons. In assessing the qualifications of potential nominees, the Nominating and Corporate Governance Committee may rely on personal interviews or discussions with the candidate and others familiar with the candidate s professional background, on third-party background and reference checks and on such other due diligence information as reasonably available. The Nominating and Corporate Governance Committee must be satisfied that the candidate possesses the highest professional and personal ethics and values and has broad experience at the policy-making level in business before the Nominating and Corporate Governance Committee would recommend a candidate as a nominee to our board of directors and the nominee must meet the following minimum qualifications:

- demonstrated personal integrity and moral character;
- willingness to apply sound and independent business judgment for the long-term interests of stockholders of the Company;
- relevant business or professional experience, technical expertise or specialized skills;
- personality traits and background that appear to fit with those of the other directors to produce a collegial and cooperative board responsive to the Company s needs; and
- ability to commit sufficient time to effectively carry out the substantial duties of a director.

The Nominating and Corporate Governance Committee evaluates nominees submitted by stockholders in the same manner as nominees from other sources.

In connection with our initial public offering, we entered into a nominating agreement with Hampshire Equity Partners II, L.P., our largest stockholder, pursuant to which we, acting through our Nominating and Corporate Governance Committee, agreed, subject to the requirements of our directors fiduciary duties, that (i) Hampshire Equity Partners II, L.P. is entitled to designate two directors to be nominated for election to the board of directors as long as Hampshire Equity Partners II, L.P. owns in the aggregate at least 40% of the shares of our common stock which it owned immediately prior to the consummation of the initial public offering or (ii) Hampshire Equity Partners II, L.P. is entitled to designate one director to be nominated for election to the board of directors as long as Hampshire Equity Partners II, L.P. owns in the aggregate less than 40% and at least 15% of the shares of our common stock which it owned immediately prior to the consummation of the initial public offering. If at any time Hampshire Equity Partners II, L.P. owns less than 15% of the shares of our common stock which it owned immediately prior to the consummation of the initial public offering, it will not have the right to nominate any directors for election to the board of directors. Notwithstanding the foregoing, as of the date of this proxy statement, Hampshire Equity Partners II, L.P. does not have a designee on our board of directors.

Additionally, stockholders may recommend nominees for consideration at the annual meeting by submitting the names and the following supporting information to the Secretary of the Company at: Secretary, Stockholder Nominations, Citi Trends, Inc., 102 Fahm Street, Savannah, Georgia 31401. Such submissions must be received by the Secretary not less than ninety (90) calendar days and not more than one hundred twenty (120) calendar days prior to the first anniversary of the previous year s annual meeting. The submissions should include a current resume and curriculum vitae of the candidate and a statement describing the candidate s qualifications and contact information for personal and professional references. The submission should also include the name and address of the stockholder who is submitting the nominee, the number of shares which are owned of record or beneficially by the submitting stockholder and a description of all arrangements or understanding between the submitting stockholder and the candidate and should otherwise comply with the requirements of our bylaws.

Communications with our Board of Directors

Stockholders and other interested parties may communicate directly with our board of directors or the non-management directors. All communications should be in writing and should be directed to the Secretary of the Company at: Stockholder Communications, Citi Trends, Inc., 102 Fahm Street, Savannah, Georgia 31401. The sender should indicate in the address whether it is intended for the entire board of directors, the non-management directors as a group or an individual director. Each communication intended for the board of directors or non-management directors received by the Secretary will be forwarded to the intended recipients.

Director Attendance at Annual Meeting of Stockholders

We do not have a formal policy regarding attendance by directors at our annual meeting of stockholders but invite, expect and encourage all directors to attend. All of our directors who were serving as directors at the time, attended the 2006 annual meeting of stockholders.

AUDIT COMMITTEE REPORT

In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed with management the audited financial statements in the Annual Report on Form 10-K for the 2006 fiscal year. The Audit Committee has also discussed with KPMG LLP, the Company s independent registered public accounting firm during the 2006 fiscal year, the matters required to be discussed by Statement of Auditing Standards No. 61 - Communications with Audit Committees (and its interpretations).

The Audit Committee has received and reviewed the written disclosures and the letter from KPMG LLP required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees) and has discussed with KPMG LLP its independence from the Company.

Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements of the Company be included in the Company s Annual Report on Form 10-K for the 2006 fiscal year for filing with the SEC.

Submitted by the Audit Committee of the Board of Directors:

Tracy L. Noll, Chairman

Lawrence E. Hyatt

John S. Lupo

Patricia M. Luzier

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed the Compensation Discussion and Analysis section of this proxy statement and discussed that disclosure with management. Based on its review and discussions with management, the committee recommended to our Board of Directors that the Compensation Discussion and Analysis be included in the Company s proxy statement for the 2007 annual meeting of stockholders and incorporated by reference into the Company s Annual Report on Form 10-K for the fiscal year ended February 3, 2007.

The undersigned members of the Compensation Committee have submitted this Report to the Board of Directors.

Submitted by the Compensation Committee of the Board of Directors:

John S. Lupo, Chairman

Lawrence E. Hyatt

Patricia M. Luzier

Tracy L. Noll

EXECUTIVE OFFICERS

The following table sets forth the names, ages and current positions of our current executive officers and Christopher Bergen, who served for a short time during fiscal 2006 as our interim principal financial and accounting officer.

Name	Age	Position
R. Edward Anderson	57	Chairman and Chief Executive Officer
George A. Bellino	59	President and Chief Merchandising Officer
Bruce D. Smith	48	Senior Vice President and Chief Financial Officer
James A. Dunn	50	Senior Vice President of Store Operations
Ivy D. Council	50	Senior Vice President of Human Resources
Christopher B. Bergen	34	Director of Financial Reporting

The following sets forth selected biographical information for our executive officers who are not directors.

George A. Bellino. Mr. Bellino has served as our President and Chief Merchandising Officer since December 2001 and served as a director from April 1999 to May 2005. Mr. Bellino served as our Chief Executive Officer and President from April 1999 to December 2001. From January 1997 to March 1999, Mr. Bellino served as President of our predecessor company, Allied Department Stores. From June 1992 to December 1996, Mr. Bellino served as the Vice President of Merchandising at Pennsylvania Fashions, a privately held off-price apparel chain. From June 1990 to October 1991, Mr. Bellino served as President of General Textiles/ Family Bargain Center, a retail apparel chain.

Bruce D. Smith. Mr. Smith has served as our Senior Vice President and Chief Financial Officer since April 2, 2007. From March 2005 to March 2007, Mr. Smith served as Executive Vice President, Chief Financial Officer and Treasurer of Hancock Fabrics, Inc., a specialty retailer of fabrics and related accessories, and served as the Senior Vice President, Chief Financial Officer and Treasurer of Hancock Fabrics, Inc. from 1997 until March 2005. From 1991 to 1996, Mr. Smith served as Executive Vice President and Chief Financial Officer of Fred s, Inc. From 1980 to 1991, Mr. Smith was a Senior Manager with Price Waterhouse (now PricewaterhouseCoopers LLP). Mr. Smith is a Certified Public Accountant.

On March 21, 2007, Hancock Fabrics, Inc., for which Mr. Smith served as an executive officer as described above, filed a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware.

James A. Dunn. Mr. Dunn has served as our Vice President of Store Operations since April 2001 and as our Senior Vice President of Store Operations since April 2006. From January to April 2001, Mr. Dunn was our Director of Training and Development and from January 2000 to January 2001, was one of our Regional Managers. Prior to joining us, Mr. Dunn was a Store Manager at Staples from January 1999 to December 2000. Prior to that Mr. Dunn was a Regional Manager at Dress Barn, where he supervised 77 stores and 10 district sales managers.

Ivy D. Council. Ms. Council has served as our Senior Vice President of Human Resources since January 2007. From February 2006 to November 2006, Ms. Council served as Vice President of Human Resources for Baja Fresh Restaurants, a division of Wendy s, Inc. From September 2003 to January 2006, Ms. Council served as Executive Vice President of Human Resources for Pasta Pomodoro Restaurants and director of such entity from May 2001 to December 2002. Prior to that, Ms. Council served as Senior Vice President of Human Resources for Ross Stores.

Christopher B. Bergen. Mr. Bergen served as our interim principal financial and accounting officer from November 2006 to April 2007 and has served as our Director of Financial Reporting since March 2004. Mr. Bergen is not currently considered to be an executive officer. From September 2002 to March 2004, Mr. Bergen served as our Assistant Controller. From August 1999 to August 2002, Mr. Bergen served as the Financial Statement Coordinator for Swifty Serve Corporation, which was a convenience store chain located in North Carolina. Mr. Bergen is a Certified Public Accountant.

Each of the executive officers serves at the discretion of the board of directors and holds office until his or her successor is elected and qualified or until his or her earlier resignation or removal. There are no family relationships among any of the directors or executive officers.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

In the paragraphs that follow, we will give an overview and analysis of our compensation program and policies, the material compensation decisions we have made under those programs and policies with respect to our top executive officers, and the material factors that we considered in making those decisions. Later in this proxy statement you will find a series of tables containing specific information about the compensation earned or paid in fiscal 2006 to the following individuals, whom we refer to as our named executive officers:

R. Edward Anderson, our Chief Executive Officer,

George A. Bellino, our President and Chief Merchandising Officer,

Thomas W. Stoltz, our former Chief Financial Officer and Senior Vice President of Finance,

James A. Dunn, our Senior Vice President of Store Operations; and

Chris Bergen, our prior interim Principal Financial and Accounting Officer and current Director of Financial Reporting.

On November 8, 2006, Mr. Stoltz resigned as Chief Financial Officer and Senior Vice President of Finance, effective November 30, 2006. Mr. Bergen was named as interim Principal Financial and Accounting Officer on November 9, 2006 and served in such role until the appointment of Bruce D. Smith as Senior Vice President and Chief Financial Officer on April 2, 2007. The discussion below is intended to help you understand the detailed information provided in those tables and put that information into context within our overall compensation program.

Objective of Our Compensation Program

In order to maintain a critical advantage in our competitive marketplace, we believe our compensation program should be designed to provide market-competitive compensation and benefits that will enable us to attract and retain a talented, diverse workforce. In furtherance of those goals, our compensation program is designed to:

enable the Company to retain and motivate a team of high quality executives who will create long-term stockholder value;

create opportunities to participate in the ownership of the Company and to share in the value they help create; and

provide rewards that are proportional to each executive s contribution to our success.

Our compensation philosophy emphasizes each individual s responsibility for high achievement and provides a strong link between pay and performance on both an individual and company level. As noted above, the compensation decisions that are discussed below relate primarily to fiscal 2006, our first full fiscal year following our initial public offering in May 2005. As a newly public company, our compensation philosophy is a work-in-progress, and, as such, we continually evaluate our compensation program to identify its strengths and weaknesses. To further this evaluation, we plan to continue to review and analyze market data and other resources available to us through the Compensation Consultant, as discussed later in this report. Also, to assist in the design and management of our compensation program, among other things, we added Ms. Ivy Council to our management team. Ms. Council joins our Company with a very strong background in human resources. Together, our management team and Compensation Committee will develop and refine our compensation philosophy, program and practices over time, with the goal of maximizing stockholder value.

How We Determine and Assess Executive Compensation

Role of the Compensation Committee and Executive Officers

The Compensation Committee plays an integral role in the strategic direction and administration of the compensation structure of the Company. The Compensation Committee and our Chief Executive Officer work together to ensure that the compensation paid to our named executive officers is in line with our compensation philosophy and furthers our long-term goals.

After forming qualitative judgments regarding individual performance and discussions with the Compensation Committee and other members of management regarding appropriate levels of compensation, our Chief Executive Officer recommends to the Compensation Committee base salary, target annual cash incentive amounts and annual cash incentive program formulas, and long-term equity incentive grants for our executive officers (other than himself). The Compensation Committee reviews such recommendations and determines whether, in light of our compensation philosophy, the recommended compensation levels are appropriate. Upon such determination, the Compensation Committee formally approves the compensation levels. Our Chief Executive Officer is not involved with any aspect of determining his own compensation. The Compensation Committee independently sets the Chief Executive Officer s total compensation package, taking into account the same factors as for the other executive officers.

Compensation Consultant

From time to time, the Compensation Committee selects and engages outside compensation consultants and other experts for survey data and other information as it deems appropriate. In 2004, the Compensation Committee retained and continues to retain the executive compensation consulting services of the Compensation Consultant. As further described below, the Compensation Consultant evaluated our compensation practices based on prior years compensation and provided their advice and counsel to the board of directors. The Compensation Consultant developed information from the peer group surveyed and recommended to us a range for each component of executive compensation with the goal of presenting recommended compensation levels that would be aligned with the Company s compensation philosophy for each of the named executive officers.

Market Data

Periodically, for the purposes of benchmarking executive compensation, the Compensation Committee reviews the compensation practices of a group of public companies selected from an industry peer group comprised primarily of discount apparel retailers. Prior to our initial public offering, the Compensation Consultant conducted a competitive market analysis based on (i) the public disclosures of a competitor peer group developed by the Compensation Consultant and approved by the Company, and (ii) data from various sources, including primary retail and wholesale industry compensation surveys. While a number of the companies in the peer group have higher revenues than the Company, given the Company s recent growth, the Compensation Committee believes this is an appropriate group for benchmarking purposes.

The following specialty apparel retailers were included in our peer group:

The Buckle, Inc.
Cache, Inc.
Casual Male Retail Group, Inc.
The Cato Corporation
Chico s FAS, Inc.
Deb Shops, Inc.
The Dress Barn, Inc.
Hot Topic, Inc.
Jos. A. Bank Clothiers, Inc.
The Men s Wearhouse, Inc.
Ross Stores, Inc.
Stein Mart, Inc.
Syms Corp
Urban Outfitters, Inc.
The Wet Seal, Inc.

The Compensation Consultant s analysis focused on the following areas of compensation:

- base salary,
- annual cash incentives,
- total cash compensation (the sum of base salary and annual cash incentives),
- long-term incentives (a variable incentive vesting over a multi-year period), and
- total direct compensation (the sum of total cash compensation and long-term incentive awards).

Based on this review, the Compensation Consultant advised us that our executive officers compensation falls below median peer company practice for all elements of pay. Each of our named executive officers is below the peer group median for total cash compensation (the sum of base salary and annual cash incentives) and below the peer group median for total direct compensation (the sum of total cash compensation and long-term incentive awards). Because total compensation opportunities provided to our executive officers are below average for our peer group, and in light of the positive financial performance of the Company, we have set a goal of gradually approaching the median level of compensation within our peer group over a period of several years.

Company Performance

We measure our overall financial performance based on the following long-term strategic goals: earnings per share, annual growth in selling square footage, and comparable store sales increase, each as further described below as they relate to our annual cash incentive program. The Company s performance in these three areas allows us to evaluate the Company s success in any given year. The Company s success and performance impacts our compensation decisions with respect to our executive officers. However, only our executive officers annual cash incentives are formally tied to these financial metrics.

Elements of our Compensation Program

Our executive officer compensation program consists of the following elements: base salary, annual cash incentives, long-term equity incentives, and certain other benefits.

Base Salary

Base salaries fulfill the fixed portion of our compensation program. Base salaries are set based on a variety of factors, including peer group information and a qualitative review of the executive s performance and contributions to the Company. We do not target salaries to be at any specific level within our peer group. The Compensation Committee approved increases to our executive officers base salaries for 2006 in amounts ranging from 4.1% to 9.4%. As we discussed above, our goal is to position compensation to approach the median of the peer group over time.

Annual Cash Incentives

Our annual cash incentive program provides our executive officers with an opportunity to earn cash awards based on the achievement of certain financial metrics and individual performance metrics. Each of our named executive officers, except Mr. Stoltz who left the Company in November 2006, received an annual cash incentive pursuant to this award program.

We develop an annual budget based on the three performance metrics that guide the growth and success of our company. These performance metrics, and relative goals, are as follows:

20% annual growth in store selling square footage (measured in terms of aggregate selling square footage of retail space);

positive annual growth in comparable store sales; and

25% annual growth in earnings per share.

The annual cash incentive program is directly linked to our budget and financial goals, such that if the Company achieves 100% of the goals mentioned above, it is expected that the executive officers would receive approximately 100% of their target award. Our Chief Executive Officer recommends a target award for each executive officer and, together with the Compensation Committee, determines the appropriate award criteria for each executive. Each award criterion is an integral component of one or more of the overall performance metrics listed above, and each reflects the executive s direct area of responsibility. For fiscal 2006, each executive officer s target award was based on the following performance criteria:

Name	Target Award	Components
Mr. Anderson	75%	Operating cash flow (100%)
Mr. Bellino	50%	Operating cash flow (50%); sales and gross margin operating targets (50%)
Mr. Stoltz	35%	Operating cash flow (50%); individual performance metrics (50%)
Mr. Dunn	35%	Operating cash flow (50%); store contribution profit (50%)
Mr. Bergen	20%	Individual performance metrics (100%)

The actual amount of awards to be earned by the named executive officers is determined after a review of the financial performance metrics and, with respect to Messrs. Stoltz and Bergen, our Chief Executive Officer s qualitative review of such officer. The Compensation Committee does not exercise any discretion to adjust awards. Actual awards earned in 2006 by our named executive officers are shown in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table on page 20 of this proxy statement.

Long-Term Equity Incentives

The long-term equity incentive compensation awards are designed to encourage the creation of long-term value for our stockholders by increasing the retention of qualified key employees and aligning the interests of executive officers with the achievement of specific performance targets set by the Company.

We do not target a particular percentage of total compensation to be provided to executive officers in the form of equity based awards. The dollar value of each equity grant is within the discretion of the Compensation Committee and is based on recommendations made by our Chief Executive Officer, the executive s past performance, and an evaluation of other elements of compensation provided to the executive officer. In fiscal 2006, the Committee also relied on the compensation study performed by the Compensation Consultant to determine the appropriate size of the option awards. The Compensation Committee recommended a dollar value for the equity grants based on the executive s position within the Company.

Historically, the Company has used stock options as the primary form of long-term equity incentive for its executive officers. Consistent with its historical practice, in fiscal 2006, the Compensation Committee granted time-vesting stock options to the named executive officers under the 2005 Long-Term Incentive Plan. For more information regarding these long-term incentives granted to our named executive officers in fiscal 2006, please see the 2006 Grants of Plan-Based Awards and Outstanding Equity Awards at 2006 Fiscal Year-End tables and the related footnotes. For fiscal 2007, the Company has reevaluated its equity grant practices, and intends to utilize restricted stock or restricted stock units, rather than stock options, for equity awards to executive officers in 2007 and going forward. We believe the shift to full-value restricted stock or restricted stock units will provide stronger incentives for the creation of long-term stockholder value, provide greater retention value for the executives, and results in less stockholder dilution.

Other Benefits

Retirement. We maintain the Citi Trends, Inc. 401(k) Profit Sharing Plan, a tax-qualified, defined contribution employee benefit plan in which a substantial majority of our employees, including the named executive officers, are eligible to participate. We match 50% of employee contributions to the plan, up to a maximum of 4% of an employee s total calendar year compensation (subject to IRS limits).

Perquisites. During fiscal 2006, the Company provided Messrs. Anderson, Bellino and Dunn with the use of a company car, but we did not provide any other special benefits or perquisites to our executive officers. We believe this perquisite is reasonable in light of peer group practices. We provide health and welfare benefits to our executive officers on the same basis as we provide to all of our salaried employees.

Severance Agreements. We maintain severance agreements with Messrs. Anderson and Bellino, which provide severance benefits in the event their employment is terminated by the Company without cause. We believe that these severance agreements serve an important retention element of the compensation package provided to our top two executive officers. The potential severance benefits payable to our current executive officers are described in Potential Payments upon Termination or Change of Control on page 23 of this proxy statement.

Equity Grant Practices

The Company has a practice of generally making equity awards on pre-established dates. Annual equity awards are presented to the Compensation Committee for approval at a regularly scheduled compensation committee meeting usually held in March. Equity awards are also given to employees throughout the year, as they are hired or promoted into positions eligible for those awards.

Tax and Accounting Considerations

The accounting treatment of compensation has been a factor in determining the type of equity awards to grant to our executive officers. Prior to fiscal 2006, the favorable accounting treatment of stock options played an important role in the Company s decision to use this form of equity award. Following the adoption of FAS 123R, however, the Company has reevaluated its equity grant practices for fiscal 2007 (as discussed above) and intends to shift to restricted stock or restricted stock units as its primary form of equity awards for 2007 and going forward.

Generally, the Compensation Committee considers the net cost to the Company, and its ability to effectively administer executive compensation in the long-term interests of stockholders. Accordingly, the Compensation Committee intends for annual incentive compensation awards and long-term incentive compensation awards to be fully deductible under Section 162(m) of the Code.

2006 Fiscal Year Compensation Tables

Summary Compensation Table

The following table sets forth the cash and other compensation that we paid to our named executive officers, or that was otherwise earned by our named executive officers, for their services in all capacities during fiscal 2006.

Name and Principal Position	Year	Salary ($)	Option Awards ($)(1)	Non-Equity Incentive Plan Compensation ($)(2)	All Other Compensation ($)(3)	Total ($)
R. Edward Anderson Chief Executive Officer	2006	$ 357,471	$ 96,467	$ 282,225	$ 10,200	$ 746,363
George A. Bellino President and Chief Merchandising Officer	2006	$ 257,408	$ 40,184	$ 142,162	$ 10,870	$ 439,754
Thomas W. Stoltz (4) Chief Financial Officer and Senior Vice President of Finance	2006	$ 155,769	$ 3,259			$ 159,028
James A. Dunn Senior Vice President of Store Operations	2006	$ 174,763	$ 21,623	$ 70,438	$ 8,171	$ 274,995
Christopher B. Bergen (5) Interim Principal Financial and Accounting Officer and Director of Financial Reporting	2006	$ 89,423	$ 18,136	$ 28,000		$ 135,559

(1) Reflects the amount recognized by the Company as an expense in fiscal 2006 for financial statement reporting purposes relating to stock option awards, disregarding for this purpose the estimate of forfeitures related to service-based vesting conditions. The fair values of these awards and the amounts expensed in fiscal 2006 were determined in accordance with Financial Accounting Standards Board Statement of Financial Accounting Standards No. 123 (revised 2004) Share-Based Payment (which we refer to as FAS 123R). The assumptions used in determining the grant date fair values of the option awards are set forth in Note 8 to the Company s consolidated financial statements, which are included in our Annual Report on Form 10-K for the fiscal year ended February 3, 2007.

(2) Reflects the value of cash incentive compensation earned under our annual cash incentive program.

(3) Reflects the aggregate incremental cost to the Company of providing use of Company leased cars to the named executive officers indicated.

(4) On November 8, 2006, Mr. Stoltz resigned as Chief Financial Officer and Senior Vice President of Finance, effective November 30, 2006. In connection with his resignation, Mr. Stoltz forfeited 7,000 stock options.

(5) Mr. Bergen was named as interim Principal Financial and Accounting Officer on November 9, 2006.

2006 Grants of Plan-Based Awards

The following table sets forth the individual grants of awards made to each of our named executive officers during fiscal 2006.

Name	Grant Date	Compensation Committee Approval Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)			All Other Options Awards: number of securities underlying options (#) (2)	Exercise or Base Price of Option Awards ($/Sh)(3)	Closing Price on Grant Date ($/Sh)(3)	Grant Date Fair Value of Option Awards (4)
			Threshold ($)	Target ($)	Maximum ($)				
Mr. Anderson		03/08/06	$ 133,125	$ 266,250	$ 532,500				
	03/17/06	03/08/06				9,000	$ 41.35	$ 41.46	$ 202,590
Mr. Bellino		03/08/06	$ 63,750	$ 127,500	$ 255,000				
	03/17/06	03/08/06				4,000	$ 41.35	$ 41.46	$ 90,040
Mr. Stoltz		03/08/06	$ 32,375	$ 64,750	$ 129,500				
	03/17/06	03/08/06				2,500	$ 41.35	$ 41.46	$ 56,275
Mr. Dunn		03/08/06	$ 30,625	$ 61,250	$ 122,500				
	03/17/06	03/08/06				2,500	$ 41.35	$ 41.46	$ 56,275
Mr. Bergen		03/08/06	$ 10,500	$ 21,000	$ 42,000				
	03/17/06	03/08/06				800	$ 41.35	$ 41.46	