

ROSE MARK
Form 4
May 28, 2009

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSE MARK

2. Issuer Name **and** Ticker or Trading
Symbol
CHILDRENS PLACE RETAIL
STORES INC [PLCE]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O THE CHILDREN'S PLACE
RETAIL STORES, 915 SECAUCUS
RD

3. Date of Earliest Transaction
(Month/Day/Year)
05/26/2009

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP, Chief Supply Chain Off.

(Street)
SECAUCUS, NJ 07094

4. If Amendment, Date Original
Filed(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
Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock, par value \$0.10 per share	05/26/2009		M	6,081 (1)	A \$ 11.23 37,539 (3)	D	
Common Stock, par value \$0.10 per share	05/26/2009		S	1 (2)	D \$ 34.19 37,538 (3)	D	
Common Stock, par	05/26/2009		S	199 (2)	D \$ 34.21 37,339 (3)	D	

value \$0.10
per share

Common
Stock, par
value \$0.10
per share

05/26/2009

S

100 ⁽²⁾ D

\$
34.22

37,239 ⁽³⁾

D

Common
Stock, par
value \$0.10
per share

05/26/2009

S

100 ⁽²⁾ D

\$
34.26

37,139 ⁽³⁾

D

Common
Stock, par
value \$0.10
per share

05/26/2009

S

200 ⁽²⁾ D

\$
34.31

36,939 ⁽³⁾

D

Common
Stock, par
value \$0.10
per share

05/26/2009

S

400 ⁽²⁾ D

\$
34.46

36,539 ⁽³⁾

D

Common
Stock, par
value \$0.10
per share

05/26/2009

S

200 ⁽²⁾ D

\$
34.95

36,339 ⁽³⁾

D

Common
Stock, par
value \$0.10
per share

05/26/2009

S

100 ⁽²⁾ D

\$
35.23

36,239 ⁽³⁾

D

Common
Stock, par
value \$0.10
per share

05/26/2009

S

100 ⁽²⁾ D

\$
35.27

36,139 ⁽³⁾

D

Common
Stock, par
value \$0.10
per share

05/26/2009

S

100 ⁽²⁾ D

\$
35.31

36,039 ⁽³⁾

D

Common
Stock, par
value \$0.10
per share

05/26/2009

S

400 ⁽²⁾ D

\$
35.39

35,639 ⁽³⁾

D

Common
Stock, par
value \$0.10
per share

05/26/2009

S

400 ⁽²⁾ D

\$ 35.4

35,239 ⁽³⁾

D

Common
Stock, par
value \$0.10

05/26/2009

S

200 ⁽²⁾ D

\$
35.45

35,039 ⁽³⁾

D

per share

Common

Stock, par
value \$0.10

05/26/2009

S

500 ⁽²⁾

D

\$ 35.5 34,539 ⁽³⁾

D

per share

Common

Stock, par
value \$0.10

05/26/2009

S

100 ⁽²⁾

D

\$ 35.53 34,439 ⁽³⁾

D

per share

Common

Stock, par
value \$0.10

05/26/2009

S

300 ⁽²⁾

D

\$ 35.57 34,139 ⁽³⁾

D

per share

Common

Stock, par
value \$0.10

05/26/2009

S

43 ⁽²⁾

D

\$ 35.58 34,096 ⁽³⁾

D

per share

Common

Stock, par
value \$0.10

05/26/2009

S

38 ⁽²⁾

D

\$ 35.59 34,058 ⁽³⁾

D

per share

Common

Stock, par
value \$0.10

05/26/2009

S

200 ⁽²⁾

D

\$ 35.66 33,858 ⁽³⁾

D

per share

Common

Stock, par
value \$0.10

05/26/2009

S

100 ⁽²⁾

D

\$ 35.67 33,758 ⁽³⁾

D

per share

Common

Stock, par
value \$0.10

05/26/2009

S

200 ⁽²⁾

D

\$ 35.68 33,558 ⁽³⁾

D

per share

Common

Stock, par
value \$0.10

05/26/2009

S

200 ⁽²⁾

D

\$ 35.81 33,358 ⁽³⁾

D

per share

Common

Stock, par
value \$0.10

05/26/2009

S

300 ⁽²⁾

D

\$ 35.83 33,058 ⁽³⁾

D

per share

Common

Stock, par
value \$0.10

05/26/2009

S

200 ⁽²⁾

D

\$ 35.84 32,858 ⁽³⁾

D

per share

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Common Stock, par value \$0.10 per share	05/26/2009	S	100 ⁽²⁾	D	\$ 35.89	32,758 ⁽³⁾	D
Common Stock, par value \$0.10 per share	05/26/2009	S	200 ⁽²⁾	D	\$ 35.98	32,558 ⁽³⁾	D
Common Stock, par value \$0.10 per share	05/26/2009	S	1 ⁽²⁾	D	\$ 36	32,557 ⁽³⁾	D
Common Stock, par value \$0.10 per share	05/26/2009	S	100 ⁽²⁾	D	\$ 36.02	32,457 ⁽³⁾	D
Common Stock, par value \$0.10 per share	05/26/2009	S	200 ⁽²⁾	D	\$ 36.03	32,257 ⁽³⁾	D

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

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(9-02)

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

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. Number of 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)	8		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 11.23	05/26/2009		M		6,081		<u>(4)</u>	01/30/2013	Common Stock	6,081

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSE MARK C/O THE CHILDREN'S PLACE RETAIL STORES 915 SECAUCUS RD SECAUCUS, NJ 07094				SVP, Chief Supply Chain Off.

Signatures

/s/ Mark Rose 05/28/2009

Signature of Date
Reporting Person

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) These shares of common stock, par value \$0.10 per share ("Common Stock"), of The Children's Place Retail Stores, Inc. (the "Company") were issued upon the exercise of options pursuant to a previously adopted Rule 10b5-1 trading plan (the "Rule 10b5-1 Trading Plan").
- (2) These shares of Common Stock were sold pursuant to the Rule 10b5-1 Trading Plan.
- (3) Includes 9,678 shares of Common Stock underlying deferred stock awards that have not yet vested.
Initially, these options were to become exercisable in five equal installments of 20% (on a cumulative basis) commencing on September 18, 2003 and each anniversary thereof. On January 27, 2006, the Company accelerated the vesting of all options that had not vested and all of these options became exercisable on December 5, 2007.

Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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