

ROSE MARK
Form 4
May 28, 2009

FORM 4

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

OMB APPROVAL

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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

(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)

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

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

SVP, Chief Supply Chain Off.

C/O THE CHILDREN'S PLACE
RETAIL STORES, 915 SECAUCUS
RD

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

SECAUCUS, NJ 07094

(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)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$0.10 per share	05/26/2009		M		6,081 (1) \$ 11.23	37,539 (3)	D
Common Stock, par value \$0.10 per share	05/26/2009		S		1 (2) \$ 34.19	37,538 (3)	D
Common Stock, par	05/26/2009		S		199 (2) \$ 34.21	37,339 (3)	D

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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

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

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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 (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. 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
- (4) 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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