

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>GOLDBERG NEAL</u> (Last) (First) (Middle) 915 SECAUCUS ROAD (Street) SECAUCUS NJ 07094 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CHILDRENS PLACE RETAIL STORES INC [PLCE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President
	3. Date of Earliest Transaction (Month/Day/Year) 06/05/2006	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value \$.10	06/05/2006		M		6,250	A	\$27.65	6,250 ⁽¹⁾	D	
Common Stock, Par Value \$.10	06/05/2006		M		11,250	A	\$40.65	17,500 ⁽¹⁾	D	
Common Stock, Par Value \$.10	06/05/2006		M		21,250	A	\$37.66	38,750 ⁽¹⁾	D	
Common Stock, Par Value \$.10	06/05/2006		S		38,750	D	\$60.23 ⁽²⁾	0 ⁽¹⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Options (right to buy)	\$27.65	06/05/2006		M			6,250	01/30/2006	01/22/2014	Common Stock	6,250	\$0	170,750 ⁽³⁾	D	
Employee Stock Options (right to buy)	\$40.65	06/05/2006		M			11,250	01/31/2005 ⁽⁴⁾	01/21/2014	Common Stock	11,250	\$0	38,750 ⁽³⁾	D	
Employee Stock Options (right to buy)	\$37.66	06/05/2006		M			21,250	01/27/2006	04/29/2015	Common Stock	21,250	\$0	63,750 ⁽³⁾	D	

Explanation of Responses:

- Does not include any shares underlying options, whether vested or unvested.
- Reflects the average price of multiple transactions on June 5, 2006, at prices ranging from \$59.96 to \$60.41.
- Only includes those options with the same exercise price and the same date of grant.
- 10,000 options became exercisable on January 31, 2005 and the remaining 1,250 options became exercisable on January 27, 2006.

Remarks:

Neal Goldberg (By Steven Balasiano as Attorney-in-Fact) 06/07/2006

** Signature of Reporting Person Date

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

* 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.

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 Number.