

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
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1. Name and Address of Reporting Person* <u>ROSE MARK</u> _____ (Last) (First) (Middle) <u>915 SECAUCUS ROAD</u> _____ (Street) <u>SECAUCUS NJ 07094</u> _____ (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) <u>SVP, Chief Supply Chain Off'r.</u>	
			3. Date of Earliest Transaction (Month/Day/Year) <u>01/10/2005</u>			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	

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	01/10/2005		X		2,368	A	\$15.938	114,800	D	
Common Stock, Par Value \$.10	01/10/2005		S		2,368	D	\$36.497	112,432	D	
Common Stock, Par Value \$.10	01/10/2005		X		8,211	A	\$19.03	112,432	D	
Common Stock, Par Value \$.10	01/10/2005		S		8,211	D	\$36.497	104,221	D	
Common Stock, Par Value \$.10	01/10/2005		X		4,800	A	\$10.695	104,221	D	
Common Stock, Par Value \$.10	01/10/2005		S		4,800	D	\$36.497	99,421	D	
Common Stock, Par Value \$.10	01/10/2005		X		10,000	A	\$9.75	99,421	D	
Common Stock, Par Value \$.10	01/10/2005		S		10,000	D	\$36.497	89,421 ⁽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)	\$15.938	01/10/2005		X			2,368	09/18/2000	12/30/2009	Common Stock	2,368	(2)	168,032	D	
Employee Stock Options (right to buy)	\$19.03	01/10/2005		X			8,211	09/18/2001	11/08/2010	Common Stock	8,211	(2)	159,821	D	
Employee Stock Options (right to buy)	\$10.695	01/10/2005		X			4,800	09/18/2003	01/31/2013	Common Stock	4,800	(2)	155,021	D	
Employee Stock Options (right to buy)	\$9.75	01/10/2005		X			10,000	09/18/1999	10/20/2008	Common Stock	10,000	(2)	145,021 ⁽³⁾	D	

Explanation of Responses:

- Includes 89,421 employee stock options currently exercisable. Does not include 55,600 employee stock options not yet vested.
- Exercise of employee stock option (right to buy).
- Consists of 89,421 employee stock options currently exercisable and 55,600 employee stock options exercisable over the next 5 years.

Remarks:

Mark Rose

01/12/2005

** 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.