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

FORM 12b-25

Commission File Number: 0-23071

NOTIFICATION OF LATE FILING

(1	Check One):	_ Form 10-K _ _ Form N-SAR	Form 11-K	_ Form 20-F	X Form 10-Q	
For Per	iod Ended:	<u>July 29, 2</u>	006			
_ Tran	sition Report on sition Report on sition Report on	Form 20-F			oort on Form 10-Q oort on Form N-SAR	
For the 7	Transition Period	l Ended:				
Nothin	g in this form sl	nall be construed to i	imply that the	e Commission ha	ns verified any information contained herein.	
If the no N/A		s to a portion of the fi	ling checked a	above, identify the	e item(s) to which the notification relates:	
		RE	PAF GISTRANT I	RT I INFORMATION	ſ	
Full name of registrant The Children's Place Retail Stores, Inc. Former name if applicable N/A						
Former name i	if applicable	N/A			—	
			915 Secau	icus Road		
Address of pri	ncipal executive	office (Street and nur	nber)			
		S	Secaucus, Nev	v Jersey 07094		
City, state and	zip code					
			PAR RULE 12b-2			
		d not be filed without d be completed. (Che			and the registrant seeks relief pursuant to Rule	
	(a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;					
	Form N-CSR, date; or the sub	or portion thereof, wi	ll be filed on c or transition re	or before the fiftee port on Form 10-	on Form 10-K, 20-F, 11-K, Form N-SAR or enth calendar day following the prescribed due Q, or portion thereof will be filed on or before	
	(c) The accoun	tant's statement or oth	ner exhibit req	uired by Rule 12l	o-25(c) has been attached if applicable.	

PART III NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR or N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Children's Place Retail Stores, Inc. (the "Company") was unable to file its Quarterly Report on Form 10-Q for the quarter ended July 29, 2006 (the "Second Quarter 2006 Form 10-Q") on September 7, 2006 because the Company needs additional time to

complete an analysis of the accounting treatment for its past stock option grants and to determine the extent of any corrections that may be required to its previously reported financial results. This delay could not be eliminated by the Company without unreasonable effort and expense.

Additional information about the Company's analysis of its stock option grants is contained in the Company's Current Report on Form 8-K filed September 8, 2006.

PART IV OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification.

Susan Riley	(201) 558-2400			
(Name)	(Area Code)(Telephone Number)			

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify reports(s).

|X|Yes |_|No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

|X|Yes |_|No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

The Company anticipates that the statements of income to be included in its Second Quarter 2006 Form 10-Q will reflect significant changes in its results of operations from the corresponding period of the preceding fiscal year because of the opening of new stores and the growth in the Company's business since the second quarter of 2005. The Company expects the Second Quarter 2006 Form 10-Q to disclose that total sales increased from \$318.7 million for the second quarter of 2005 to \$395.6 million for the second quarter of 2006. However, because the Company has not yet determined whether it may record a non-cash charge to earnings for the second quarter of 2006 to correct the errors in the Company's accounting treatment for past stock option grants, or whether it will be necessary to restate the Company's previously filed financial statements for prior fiscal years and the first quarter of fiscal 2006, the Company is unable to estimate the amount of any changes in net income from the second quarter of 2005 to the second quarter of 2006.

The Children's Place Retail Stores, Inc.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date September 8, 2006

By: <u>/s/ Susan Riley</u> Susan Riley, Senior Vice President and Chief Financial Officer