

| OMB APPROVAL                                 |           |
|----------------------------------------------|-----------|
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**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

|                                                                                                                                                                                                                    |  |  |                                                                                                  |  |  |                                                                                                                                                                                                                            |  |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|--------------------------------------------------------------------------------------------------|--|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| 1. Name and Address of Reporting Person*<br><u>GRAY PATRICIA</u><br>_____<br>(Last) (First) (Middle)<br><u>915 SECAUCUS ROAD</u><br>_____<br>(Street)<br><u>SECAUCUS NJ 07094</u><br>_____<br>(City) (State) (Zip) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>CHILDRENS PLACE RETAIL STORES INC [ PLCE ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Senior VP, General Counsel</u> |  |  |
|                                                                                                                                                                                                                    |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/10/2007</u>                            |  |  |                                                                                                                                                                                                                            |  |  |
|                                                                                                                                                                                                                    |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                         |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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 |        |                                                                                               |                                                          |                                                       |
| Restricted Common Stock <sup>(1)</sup> | 12/10/2007                           |                                                    | A                              |   | 15,000 | A                                                                 | \$0   | 15,000 | D                                                                                             |                                                          |                                                       |
| Deferred Stock Award <sup>(2)</sup>    | 12/10/2007                           |                                                    | A                              |   | 13,318 | A                                                                 | \$0   | 28,318 | 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 |                                                                                   |                                            |                                                                                                    |                                                           |                                                        |
| Performance Share Award                    | (3)                                                    | 12/10/2007                           |                                                    | A                              |   | 13,318 <sup>(4)</sup>                                                                  |     | (5)                                                      | 01/29/2011      | Common Stock                                                                      | 13,318                                     |                                                                                                    | D                                                         |                                                        |

**Explanation of Responses:**

- 3,750 shares shall vest on December 10, 2008, 3,750 shares shall vest on December 10, 2009, 3,750 shares shall vest on December 10, 2010, and 3,750 shares shall vest on December 10, 2011.
- One-third of the shares vest on each of the first, second and third anniversary of the date of grant. Shares will be delivered to the recipient upon vesting.
- Each performance share represents a contingent right to receive one share of the issuer's common stock.
- This amount is the target number of shares. The recipient may receive up to 200% of this amount.
- The Compensation Committee shall determine the performance criteria for the performance share awards no later than 90 days after the beginning of the issuer's 2008 fiscal year.

/s/ Patricia Gray 12/12/2007

\*\* 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.