

**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	
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1. Name and Address of Reporting Person* <b>HAUK AMY</b>			2. Issuer Name and Ticker or Trading Symbol <b>CHILDRENS PLACE RETAIL STORES INC [ PLCE ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner X Officer (give title below) Other (specify below) <b>Sr. VP, Merchandising</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/10/2005</b>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
915 SECAUCUS ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	(Zip)					
SECAUCUS	NJ	07094						

**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		7,200	A	\$10.695	25,600	D	
Common Stock, Par Value \$.10	01/10/2005		S		7,200	D	\$36.422	18,400	D	
Common Stock, Par Value \$.10	01/10/2005		X		7,200	A	\$15.55	18,400	D	
Common Stock, Par Value \$.10	01/10/2005		S		7,200	D	\$36.422	11,200	D	
Common Stock, Par Value \$.10	01/10/2005		X		7,200	A	\$25.625	11,200	D	
Common Stock, Par Value \$.10	01/10/2005		S		7,200	D	\$36.422	4,000 <sup>(1)</sup>	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)	\$10.695	01/10/2005		X			7,200	09/18/2003	01/31/2013	Common Stock	7,200	(2)	92,800	D	
Employee Stock Options (right to buy)	\$15.55	01/10/2005		X			7,200	07/31/2004	06/03/2013	Common Stock	7,200	(2)	85,600	D	
Employee Stock Options (right to buy)	\$25.625	01/10/2005		X			7,200	09/18/2004	12/05/2013	Common Stock	7,200	(2)	78,400 <sup>(3)</sup>	D	

**Explanation of Responses:**

- Includes 4,000 employee stock options currently exercisable. Does not include 74,400 employee stock options exercisable over the next 5 years.
- Exercise of employee stock option (right to buy).
- Consists of 4,000 employee stock options currently exercisable and 74,400 employee stock options exercisable over the next 5 years.

**Remarks:**

Amy Hauk 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.