FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								
haira nar raananaa.	0.5							

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

Name and Address of Reporting Person* GOLDBERG NEAL				<u>C</u>	2. Issuer Name and Ticker or Trading Symbol CHILDRENS PLACE RETAIL STORES INC [PLCE]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
				— <u> "</u>	INC [PLCE]						Officer below)	(give title		Other (s below)	pecify	
(Last) (First) (Middle) 915 SECAUCUS ROAD					3. Date of Earliest Transaction (Month/Day/Year) 04/21/2005						President					
(Street) SECAUCUS NJ 07094			4.	4. If Amendment, Date of Original Filed (Month/Day/Year)						Line	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					
			_							Form filed by More than One Reporting Person						
(City)	(5		(Zip)													
		Tal	ole I - Non-De	erivativ	e Se	curitie	s Ac	quired, Di	sposed o	f, or Ber	neficiall	y Owned				
Date			ransaction e onth/Day/Y	Execution Date,		Code (Inst	Transaction Disposed Of (D) (Instr. 3, 4 Code (Instr. 5)				es Formally (D) (Sollowing (I) (I		Direct I Indirect E tr. 4) (7. Nature of Indirect Beneficial Ownership		
							Code V	Amount	(A) or (D)	Price	Reported Transact (Instr. 3 a	ion(s)			(Instr. 4)	
			Table II - Der (e.g					uired, Disp , options,				Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year	Code (Instr.		of E		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 derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	is Ily	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Employee Stock Options (right to	\$40.65	04/21/2005		A		50,000		04/30/2005 ⁽¹⁾	01/21/2014	Common Stock	50,000	\$40.65	300,000	(2)	D	

Explanation of Responses:

- $1.\ Exercisable\ cumulatively\ at\ the\ rate\ of\ 20\%\ on\ April\ 30,\ 2005,\ 20\%\ on\ January\ 31,\ 2006\ and\ 20\%\ on\ each\ subsequent\ January\ 31s\ thereafter.$
- $2. \ Consists of 50,000 \ employee \ stock \ options \ currently \ exercisable \ and \ 250,000 \ employee \ stock \ options \ exercisable \ over \ the \ next \ 4 \ years.$

Remarks:

Neal Goldberg

04/25/2005

** 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.