

CHILDRENS PLACE RETAIL STORES INC

Form 5

January 24, 2008

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
DABAH EZRA

(Last) (First) (Middle)

C/O THE CHILDREN'S PLACE
RETAIL STORES, INC. 915
SECAUCUS ROAD

(Street)

SECAUCUS, NJ 07094

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CHILDRENS PLACE RETAIL STORES INC [PLCE]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
02/03/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) Amount	or (D) Price			
Common Stock, Par Value \$.10	12/11/2003	Â	G4	6,400 ⁽¹⁾	D \$ 0	4,872,310 ⁽²⁾ ⁽³⁾	D	Â
Common Stock,	11/04/2004	Â	J4	24,000 ⁽⁴⁾	D \$ 0	4,872,310 ⁽²⁾ ⁽³⁾	I	By Trust/Custodial

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Par Value								Account	
\$.10									
Common Stock, Par Value \$.10	05/12/2005	Â	J4	170,000 (5)	D	\$ 0	4,872,310 (2) (3)	I	By Trust/Custodial Account
Common Stock, Par Value \$.10	12/14/2005	Â	J4	60,000 (6)	D	\$ 0	4,872,310 (2) (3)	I	By Trust/Custodial Account
Common Stock, Par Value \$.10	03/21/2006	Â	J4	66,500 (7)	A	\$ 0	4,872,310 (2) (3)	I	By Spouse
Common Stock, Par Value \$.10	06/23/2006	Â	S4	80,000 (8)	D	\$ 62.0183 (9) (10)	4,872,310 (2) (3)	I	By Trust/Custodial Account

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DABAH EZRA C/O THE CHILDREN'S PLACE RETAIL STORES,	Â X	Â X	Â	Â

INC. 915 SECAUCUS ROAD
SECAUCUS, NJ 07094

Signatures

/s/ Ezra Dabah

01/18/2008

**Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
 - (1) On December 11, 2003, Mr. Dabah gifted an aggregate of 6,400 shares of common stock of The Children's Place Retail Stores, Inc. ("TCP") to a trust established for the benefit of Mr. Dabah's children and of which Mr. Dabah's wife, Renee Dabah, served as co-trustee. Mr. Dabah inadvertently failed to file a Form 4 reporting this transaction. Mr. Dabah is correcting that oversight by filing this Form 5. Mr. Dabah disclaims beneficial ownership of these shares (see footnote 3).

Amount represents holdings as of the issuer's fiscal year ended February 3, 2007. Amount includes: (i) 2,951,360 shares held directly by trusts or custodial accounts for the benefit of Mr. Dabah's adult children, (ii) 1,371,250 shares held directly by Mr. Dabah, (iii) 104,100 shares held directly by Mr. Dabah's wife and (iv) 445,600 shares held by Mr. Dabah and his wife as joint tenants with the right of survivorship. Amount excludes: (i) 185,000 shares of common stock that were issuable upon the exercise of outstanding vested options, (ii) 32,000 shares held by the Renee and Ezra Dabah Charitable Foundation, Inc. and (iii) 20,000 shares held by The Dabah Children Charitable Foundation Inc.
 - (2) Mr. Dabah disclaims beneficial ownership of all shares reported herein as held indirectly in trust or custodial accounts or shares held by members of his family.
 - (3) On November 4, 2004, an aggregate of 24,000 shares of TCP stock were transferred from a trust that was established for the benefit Mr. Dabah's children and of which Mr. Dabah's wife, Renee Dabah, served as a co-trustee to the direct ownership of Mr. Dabah's adult children. Mr. Dabah disclaims both the necessity to disclose the distribution of these shares and beneficial ownership of these shares (see footnote 3).
 - (4) On May 12, 2005, an aggregate of 170,000 shares of TCP stock were transferred from a trust that was established for the benefit Mr. Dabah's children and of which Mr. Dabah's wife, Renee Dabah, served as a co-trustee to the direct ownership of Mr. Dabah's adult children. Mr. Dabah disclaims both the necessity to disclose the distribution of these shares and beneficial ownership of these shares (see footnote 3).
 - (5) On December 14, 2005, 60,000 shares of TCP stock were transferred from a trust that was established for the benefit Mr. Dabah's children and of which Mr. Dabah's wife, Renee Dabah, served as a co-trustee to the direct ownership of Mr. Dabah's adult children. Mr. Dabah disclaims both the necessity to disclose the distribution of these shares and beneficial ownership of these shares (see footnote 3).
 - (6) On March 21, 2006, 66,500 shares of TCP stock were distributed from a trust to Mr. Dabah's wife, Renee Dabah. Mr. Dabah inadvertently failed to File a Form 4 reporting this transaction. Mr. Dabah is correcting that oversight by filing this Form 5. Mr. Dabah disclaims beneficial ownership of these shares (see footnote 3).
 - (7) On June 23, 2006, an aggregate of 80,000 shares of TCP stock were sold in the open market from a trust that was established for the benefit Mr. Dabah's children and of which Mr. Dabah's wife, Renee Dabah, served as a co-trustee. Mr. Dabah disclaims both the necessity to disclose the distribution of these shares and beneficial ownership of these shares (see Footnote 3).
 - (8) 77,800 shares were sold on the open market at a price of \$62.0367 per share and 2,200 shares were sold on the open market at a price of \$62 per share. \$62.01835 reflects the average price of the two open market sales.
 - (9) \$62.01835
 - (10)

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