

CROVITZ CHARLES K
Form 4/A
April 20, 2011

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CROVITZ CHARLES K

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/18/2011

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

C/O THE CHILDREN'S PLACE
RETAIL STORES,, INC. 500
PLAZA DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
04/19/2011

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SECAUCUS, NJ 07094

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.10 per share	04/18/2011		M		6,000	A	\$ 37.42
Common Stock, par value \$0.10 per share	04/18/2011		M		6,000	A	\$ 44.19
Common Stock, par	04/18/2011		M		2,000	A	\$ 27.08

value \$0.10
per share

Common
Stock, par
value \$0.10
per share

04/18/2011

S⁽¹⁾

13,400 D

\$ 52
(2)

21,929

D

Common
Stock, par
value \$0.10
per share

04/18/2011

S⁽¹⁾

796 D

\$
52.53
(3)

21,133

D

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. Amount or Number of Shares
Stock Option (right to buy)	\$ 37.42	04/18/2011		M	6,000	<u>(4)</u> 01/30/2015	Common Stock	6,000
Stock Option (right to buy)	\$ 44.19	04/18/2011		M	6,000	<u>(5)</u> 01/27/2016	Common Stock	6,000
Stock Option (right to buy)	\$ 27.08	04/18/2011		M	2,000	<u>(6)</u> 12/17/2017	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROVITZ CHARLES K C/O THE CHILDREN'S PLACE RETAIL STORES, INC. 500 PLAZA DRIVE SECAUCUS, NJ 07094	X			

Signatures

/s/ James E. Myers, as Attorney-In-Fact for Charles K. Crovitz 04/20/2011

__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) This Form 4 is being amended to disclose the exercise by Mr. Crovitz of certain options and to clarify that the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 17, 2010.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.45 to \$52.42, inclusive. The reporting person undertakes to provide to The Children's Place Retail Stores, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.50 to \$52.61, inclusive. The reporting person undertakes to provide to The Children's Place Retail Stores, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3) The options vested in three equal installments on January 31, 2006, 2007 and 2008.
- (4) The options vested in three equal installments on December 5, 2008, 2009 and 2010.
- (5) The options vested in three equal installments on December 18, 2008, 2009 and 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.