

CHILDRENS PLACE RETAIL STORES INC
 Form 4
 January 16, 2008

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 *
 FLAKS RICHARD

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)
 915 SECAUCUS ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/14/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 See Remarks

SECAUCUS, NJ 07094

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

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

(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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V | Amount | Price | |
| Common Stock | 01/14/2008 | | M | 2,000 | A | \$ 9.345 | 18,331 D |
| Common Stock | 01/14/2008 | | S | 2,000 | D | \$ 16.68 | 16,331 D |
| Deferred Stock Award ⁽¹⁾ ₍₂₎ | | | | | | | 16,331 D |

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

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SEC 1474 (9-02)

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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) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options (right to buy) <u>(1)</u> | \$ 9.345 | 01/14/2008 | | M | 2,000 | <u>(3)</u> | 03/31/2013 | Common Stock | 2,000 |
| Employee Stock Options (right to buy) <u>(2)</u> | \$ 17.92 | | | | | <u>(4)</u> | 08/14/2013 | Common Stock | 12,000 |
| Employee Stock Options (right to buy) <u>(1)</u> | \$ 25.625 | | | | | <u>(5)</u> | 12/04/2013 | Common Stock | 15,000 |
| Employee Stock Options (right to buy) <u>(1)</u> | \$ 31.91 | | | | | <u>(6)</u> | 11/03/2014 | Common Stock | 20,000 |
| Employee Stock Options (right to buy) <u>(1)</u> | \$ 37.655 | | | | | <u>(7)</u> | 12/31/2008 | Common Stock | 13,750 |
| Employee Stock Options (right to buy) <u>(1)</u> | \$ 37.655 | | | | | <u>(8)</u> | 12/31/2009 | Common Stock | 13,750 |

| | | | | | |
|-------------|-----|------|------------|--------|--------|
| Performance | (9) | (10) | 01/29/2011 | Common | 16,331 |
| Share Award | | | | Stock | (11) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| FLAKS RICHARD 915 SECAUCUS ROAD SECAUCUS, NJ 07094 | | | See Remarks | |

Signatures

/s/ Richard Flaks 01/16/2008

**Signature of Date
Reporting Person

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) Granted pursuant to one of the issuer's stock plans and qualified under Rule 16b-3.
- (2) 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.
- The options were originally to become exercisable in five equal installments of 20% (on a cumulative basis) commencing on March 31, 2004 and each anniversary hereof - on January 27, 2006 the issuer accelerated the vesting of all options that had not vested, accordingly
- (3) all options are exercisable on the date hereof. However, the common stock received upon the exercise of any of these accelerated options remained subject to certain transfer restrictions. Accordingly, 2,000 shares of common stock received upon exercise of the option became freely transferable on April 30, 2007 and the remaining 2,000 shares have transfer restrictions through April 30, 2008.
- The options were originally to become exercisable in five equal installments of 20% (on a cumulative basis) commencing on October 31, 2004 and each anniversary hereof - on January 27, 2006 the issuer accelerated the vesting of all options that had not vested, accordingly
- (4) all options are exercisable on the date hereof. However, the common stock received upon the exercise of any of these accelerated options remained subject to certain transfer restrictions. Accordingly, 8,000 shares of common stock received upon exercise of the option are freely transferable and 4,000 have transfer restrictions through October 31, 2008.
- The options were originally to become exercisable in five equal installments of 20% (on a cumulative basis) commencing on December 5, 2004 and each anniversary hereof - on January 27, 2006 the issuer accelerated the vesting of all options that had not vested, accordingly
- (5) all options are exercisable on the date hereof. However, the common stock received upon the exercise of any of these accelerated options remained subject to certain transfer restrictions. Accordingly, 10,000 shares of common stock received upon exercise of the option are freely transferable and 5,000 have transfer restrictions through September 18, 2008.
- The options were originally to become exercisable in five equal installments of 20% (on a cumulative basis) commencing on September 18, 2005 and each anniversary hereof - on January 27, 2006 the issuer accelerated the vesting of all options that had not vested, accordingly
- (6) all options are exercisable on the date hereof. However, the common stock received upon the exercise of any of these accelerated options remained subject to certain transfer restrictions. Accordingly, 12,000 shares of common stock received upon exercise of the option are freely transferable, 4,000 of the shares of common stock received upon exercise of the option have transfer restrictions through September 18, 2008 and 4,000 have transfer restrictions through September 18, 2009.
- The options were originally to become exercisable in four equal installments of 25% (on a cumulative basis) commencing on April 30, 2006 and each anniversary hereof - on January 27, 2006 the issuer accelerated the vesting of all options that had not vested, accordingly
- (7) all options are exercisable on the date hereof. However, the common stock received upon the exercise of any of these accelerated options remained subject to certain transfer restrictions. Accordingly, all shares of common stock received upon exercise of the option have transfer restrictions through April 30, 2008.
- (8) The options were originally to become exercisable in four equal installments of 25% (on a cumulative basis) commencing on April 30, 2006 and each anniversary hereof - on January 27, 2006 the issuer accelerated the vesting of all options that had not vested, accordingly all options are exercisable on the date hereof. However, the common stock received upon the exercise of any of these accelerated options

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remained subject to certain transfer restrictions. Accordingly, all shares of common stock received upon exercise of the option have transfer restrictions through April 30, 2009.

- (9) Each performance share represents a contingent right to receive one share of the issuer's common stock.
- (10) 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.
- (11) This amount is the target number of shares. The recipient may receive up to 200% of this amount.

Remarks:

SVP, Planning, Allocation and Information Technology

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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