SEC Form 4

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| POOLE GREGORY I | CHILDRENS PLACE RETAIL STORES INC [ PLCE ] | Director / 10% Owner / X Officer (give title below) / Other (specify below) |

1. Name and Address of Reporting Person*

**POOLE GREGORY I**

(Last)   (First)   (Middle)

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

(Street)

SECAUCUS   NJ   07094

(City)   (State)   (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

CHILDRENS PLACE RETAIL STORES INC [ PLCE ]

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2013

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director — 10% Owner

X Officer (give title below) — Other (specify below)

SVP, Global Sourcing

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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 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 $0.10 per share | 02/15/2013 | | A | | 40,000[1] | A | $0 | 50,000 | 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 | Amount or Number of Shares | | | | |

**Explanation of Responses:**

1. Represents shares of Common Stock, par value $0.10 per share, of The Children's Place Retail Stores, Inc. (the "Company"), underlying time restricted stock units granted under the Company's 2011 Equity Incentive Plan (the "Plan") on February 15, 2013. Such shares vest in five equal annual installments beginning on April 1, 2014, and vested shares are deliverable upon the earlier to occur of (i) April 1, 2018 or within 10 days following Mr. Poole's death or disability, provided Mr. Poole is employed by the Company on each of such dates, or (ii) following Mr. Poole's termination without cause, all as further subject to the terms and conditions of the Plan.

/s/ James E. Myers, as Attorney-In-Fact for George I. Poole   02/20/2013

** 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.**