

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* ROSE MARK			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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SVP, Chief Supply Chain Offr.		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/28/2005			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
915 SECAUCUS ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value \$.10	03/28/2005		X		3,200	A	\$22.094	89,421	D	
Common Stock, Par Value \$.10	03/28/2005		S		3,200	D	\$47.008	86,221	D	
Common Stock, Par Value \$.10	03/28/2005		X		7,200	A	\$23.94	86,221	D	
Common Stock, Par Value \$.10	03/28/2005		S		7,200	D	\$47.008	79,021	D	
Common Stock, Par Value \$.10	03/28/2005		X		5,000	A	\$25.625	79,021	D	
Common Stock, Par Value \$.10	03/28/2005		S		5,000	D	\$47.008	74,021	D	
Common Stock, Par Value \$.10	03/28/2005		X		800	A	\$22.094	74,021	D	
Common Stock, Par Value \$.10	03/28/2005		S		800	D	\$47.008	73,221 ⁽¹⁾	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
Employee Stock Options (right to buy)	\$22.094	03/28/2005		X		3,200		09/18/2000	04/27/2010	Common Stock	3,200	(2)	141,821	D	
Employee Stock Options (right to buy)	\$23.94	03/28/2005		X		7,200		09/18/2002	10/31/2011	Common Stock	7,200	(2)	134,621	D	
Employee Stock Options (right to buy)	\$25.625	03/28/2005		X		5,000		09/18/2004	12/05/2013	Common Stock	5,000	(2)	129,621	D	
Employee Stock Options (right to buy)	\$22.094	03/28/2005		X		800		09/18/2000	04/27/2010	Common Stock	800	(2)	128,821 ⁽³⁾	D	

Explanation of Responses:

- Includes 73,221 employee stock options currently exercisable. Does not include 55,600 employee stock options not yet vested.
- Exercise of employee stock option (right to buy).
- Consists of 73,221 employee stock options currently exercisable and 55,600 employee stock options exercisable over the next 5 years.

Remarks:

Mark Rose

03/30/2005

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.