

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 | |
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|---|-----------------|-----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person* DABAH EZRA | | | 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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/> | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 11/25/2003 | | | 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 | 11/21/2003 | | G | V | 25,000 | D | \$28 | 6,047,070 ⁽¹⁾⁽²⁾ | I | Spouse |
| Common Stock, Par Value \$.10 | 11/25/2003 | | S | | 1,612 | D | \$29 | 6,045,458 ⁽³⁾ | I | Trustee for daughter |
| Common Stock, Par Value \$.10 | 11/26/2003 | | S | | 3,388 | D | \$28.02 | 6,042,070 ⁽⁴⁾ | I | Trustee for daughter |
| Common Stock, Par Value \$.10 | 11/26/2003 | | S | | 5,000 | D | \$28 | 6,037,070 ⁽⁵⁾ | I | Trustee for son |

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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
| | | | | | | Date Exercisable | Expiration Date | | | | | |
| | | | | | | | | | | | | |

Explanation of Responses:

- Includes (i) 3,402,960 shares held by trusts or custodial accounts for the benefit of Mrs. Dabah's children and certain other family members, of which Mrs. Dabah or her husband is a trustee or custodian and as to which Mrs. Dabah or her husband, as the case may be, has voting control, and as to which shares Mrs. Dabah disclaims beneficial ownership; (ii) 2,506,850 held in Mrs. Dabah's husband's name; (iii) 37,600 shares held by Mrs. Dabah; and (iv) 99,660 shares subject to options held by Mrs. Dabah's husband which are currently exercisable. Does not include (i) 496,000 shares directly owned by Stanley Silverstein, Mrs. Dabah's father; (ii) 7,000 shares held in Mr. Silverstein's profit sharing account; and (iii) 121,000 shares directly owned by Raine Silverstein, Mrs. Dabah's mother.
- The reporting person no longer has a reportable beneficial interest in 22,000 shares which were previously included in the reporting person's prior ownership reports.
- Includes (i) 3,401,348 shares held by trusts or custodial accounts for the benefit of Mrs. Dabah's children and certain other family members, of which Mrs. Dabah or her husband is a trustee or custodian and as to which Mrs. Dabah or her husband, as the case may be, has voting control, and as to which shares Mrs. Dabah disclaims beneficial ownership; (ii) 2,506,850 held in Mrs. Dabah's husband's name; (iii) 37,600 shares held by Mrs. Dabah; and (iv) 99,660 shares subject to options held by Mrs. Dabah's husband which are currently exercisable. Does not include (i) 496,000 shares directly owned by Stanley Silverstein, Mrs. Dabah's father; (ii) 7,000 shares held in Mr. Silverstein's profit sharing account; and (iii) 121,000 shares directly owned by Raine Silverstein, Mrs. Dabah's mother.
- Includes (i) 3,397,960 shares held by trusts or custodial accounts for the benefit of Mrs. Dabah's children and certain other family members, of which Mrs. Dabah or her husband is a trustee or custodian and as to which Mrs. Dabah or her husband, as the case may be, has voting control, and as to which shares Mrs. Dabah disclaims beneficial ownership; (ii) 2,506,850 held in Mrs. Dabah's husband's name; (iii) 37,600 shares held by Mrs. Dabah; and (iv) 99,660 shares subject to options held by Mrs. Dabah's husband which are currently exercisable. Does not include (i) 496,000 shares directly owned by Stanley Silverstein, Mrs. Dabah's father; (ii) 7,000 shares held in Mr. Silverstein's profit sharing account; and (iii) 121,000 shares directly owned by Raine Silverstein, Mrs. Dabah's mother.
- Includes (i) 3,392,960 shares held by trusts or custodial accounts for the benefit of Mrs. Dabah's children and certain other family members, of which Mrs. Dabah or her husband is a trustee or custodian and as to which Mrs. Dabah or her husband, as the case may be, has voting control, and as to which shares Mrs. Dabah disclaims beneficial ownership; (ii) 2,506,850 held in Mrs. Dabah's husband's name; (iii) 37,600 shares held by Mrs. Dabah; and (iv) 99,660 shares subject to options held by Mrs. Dabah's husband which are currently exercisable. Does not include (i) 496,000 shares directly owned by Stanley Silverstein, Mrs. Dabah's father; (ii) 7,000 shares held in Mr. Silverstein's profit sharing account; and (iii) 121,000 shares directly owned by Raine Silverstein, Mrs. Dabah's mother.

Remarks:

Renee Dabah 12/01/2003

** 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.

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