

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 12b-25

Commission File Number: 0-23071

NOTIFICATION OF LATE FILING

(Check One):  Form 10-K  Form 11-K  Form 20-F  Form 10-Q  
 Form N-SAR

For Period Ended: October 28, 2006

Transition Report on Form 10-K  Transition Report on Form 10-Q  
 Transition Report on Form 20-F  Transition Report on Form N-SAR  
 Transition Report on Form 11-K

For the Transition Period Ended: \_\_\_\_\_

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the item(s) to which the notification relates: \_\_\_\_\_  
N/A

PART I  
REGISTRANT INFORMATION

Full name of registrant The Children's Place Retail Stores, Inc.

Former name if applicable N/A

915 Secaucus Road

Address of principal executive office (Street and number)

Secaucus, New Jersey 07094

City, state and zip code

PART II  
RULE 12b-25 (b) and (c)

**If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)**

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, 20-F, 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III  
NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR or N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Children's Place Retail Stores, Inc. (the "Company") was unable to file its Quarterly Report on Form 10-Q for the quarter ended October 28, 2006 (the "Third Quarter 2006 Form 10-Q") on December 7, 2006 because the Company needs

additional time to complete its analysis of the accounting treatment for its past stock option grants and to determine the extent of any corrections that may be required to its previously reported financial results. This delay could not be eliminated by the Company without unreasonable effort and expense.

As previously announced, the Company is conducting an internal investigation into its stock option practices. The investigation is being conducted by outside counsel and is under the supervision of a Special Committee of the Board of Directors. The Board is committed to completing the investigation and resolving these issues as quickly and diligently as possible.

**PART IV  
OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification.

Susan Riley

(201) 558-2400

(Name)

(Area Code)(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify reports(s).

Yes  No

The Company has not filed its Quarterly Report on Form 10-Q for the quarter ended July 29, 2006.

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

The Company anticipates that the statements of income to be included in its Third Quarter 2006 Form 10-Q will reflect significant changes in its results of operations from the corresponding period of the preceding fiscal year because of the opening of new stores and the growth in the Company's business since the third quarter of fiscal 2005. The Company expects the Third Quarter 2006 Form 10-Q to disclose that total sales increased from \$441.0 million for the third quarter of fiscal 2005 to \$550.4 million for the third quarter of fiscal 2006. However, because the Company expects to restate its previously filed financial statements for prior fiscal years and the first quarter of fiscal 2006, the Company is unable to estimate the amount of any changes in net income from the third quarter of fiscal 2005 to the third quarter of fiscal 2006.

The Children's Place Retail Stores, Inc.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date December 8, 2006

By: /s/ Susan Riley  
Susan Riley, Senior Vice President  
and Chief Financial Officer