

CHILDRENS PLACE RETAIL STORES INC  
 Form 4  
 December 07, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 ELVEY MALCOLM L

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)  
 12/05/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

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

**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 control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)                           | Price of Derivative Security | (Month/Day/Year)          | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A)   | (D) | Date Exercisable  | Expiration Date | Title        | Amount or Number of Shares |
|--------------------------------------|------------------------------|---------------------------|------------|--|------|---|-------|-----|-------------------|-----------------|--------------|----------------------------|
| Employee Stock Option (right to buy) | \$ 17.42                     | 12/05/2007 <sup>(1)</sup> |            | D  |      |   | 6,000 |     | <sup>(2)</sup>    | 09/29/2013      | Common Stock | 6,000                      |
| Employee Stock Option (right to buy) | \$ 24.45                     | 12/05/2007 <sup>(1)</sup> |            | A  |      |   | 6,000 |     | <sup>(2)(3)</sup> | 09/29/2013      | Common Stock | 6,000                      |
| Employee Stock Option (right to buy) | \$ 44.12                     | 12/05/2007 <sup>(1)</sup> |            | D  |      |   | 6,000 |     | <sup>(4)</sup>    | 01/30/2016      | Common Stock | 6,000                      |
| Employee Stock Option (right to buy) | \$ 44.19                     | 12/05/2007 <sup>(1)</sup> |            | A  |      |   | 6,000 |     | <sup>(3)(4)</sup> | 01/30/2016      | Common Stock | 6,000                      |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ELVEY MALCOLM L<br>915 SECAUCUS ROAD<br>SECAUCUS, NJ 07094 |               | X         |         |       |

## Signatures

/s/ Malcolm L. Elvey  
 12/06/2007  
 \*\*Signature of Reporting Person                      Date

## 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).

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- No new option grants have been made to the reporting person. This Form 4 is only being filed to reflect the increase in the exercise price
- (1) of certain options previously granted to the reporting person. For a detailed description of the reason for the increase please see the issuer's Form 10-K report for the year ended February 3, 2007.
  - (2) The option has or will become exercisable in three equal installments of 33 1/3% (on a cumulative basis) commencing on September 30, 2004 and each anniversary thereof -- options for 6,000 shares are exercisable on the date hereof.
  - (3) Due to the limitation on the amount of characters used, please see Exhibit 99.1.
  - (4) The option has or will become exercisable in three equal installments of 33 1/3% (on a cumulative basis) commencing on January 30, 2007 and each anniversary thereof -- options for 2,000 shares are exercisable on the date hereof.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.