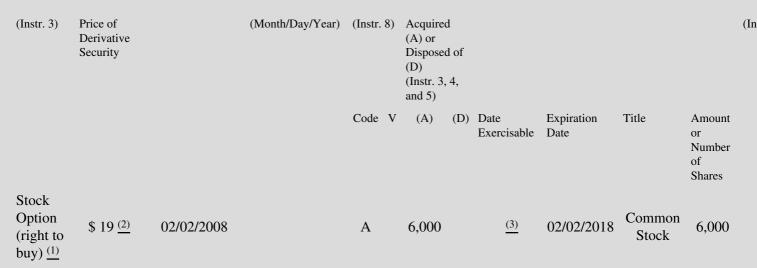
## Edgar Filing: DABAH EZRA - Form 4

DABAH EZRA Form 4									
February 05, 20	Л								PPROVAL
	UNITED	STATES		RITIES A			COMMISSIO	N OMB Number:	3235-0287
Check this b if no longer subject to Section 16. Form 4 or Form 5	STATEN	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							January 31, 2005 average urs per 0.5
obligations may continue <i>See</i> Instruction 1(b).	e. Section 17(	a) of the l	Public U	Itility Hol	ding Cor		of 1935 or Secti		
(Print or Type Resp	ponses)								
1. Name and Address of Reporting Person <u>*</u> DABAH EZRA			2. Issuer Name <b>and</b> Ticker or Trading Symbol CHILDRENS PLACE RETAIL STORES INC [PLCE]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First) (	Middle)		25 INC [I	_		X Director	_X_ 10	% Owner
915 SECAUCI	· · · · ·	,		Day/Year)			Officer (giv below)	ve titleOth below)	her (specify
(Street) SECAUCUS, NJ 07094			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
(City)	(State)	(Zip)				~	Person		
1.Title of 2. T	Fransaction Date		ed Date, if	3. Transactic Code (Instr. 8)	4. Securit A. Securit MAcquired Disposed (Instr. 3, 4) Amount	ies (A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	of, or Beneficia 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect
Reminder: Report	on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.		
					inforn requii	nation cont ed to response and a current	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. I
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nof Derivative	Expiration Date	Underlying Securities	Der
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DABAH EZRA 915 SECAUCUS ROAD SECAUCUS, NJ 07094	Х	Х				
Signatures						
/s/ Lenwood Ross - Attorney-in-Fact		02/05/200	8			
<u>**</u> 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).
- This is the annual option grant that all non-employee directors are entitled to receive under the Registrant's Amended and Restated 2005
  (1) Equity Incentive Plan (the "Plan"). Under the Plan, the grant date is the last day of the Registrant's fiscal year, which was February 2, 2008.
- Under the Plan, because the Registrant's common stock was not traded on February 2, 2008, the per share exercise price is calculated as(2) of February 1, 2008, the last date prior to the grant date that the Registrant's common stock was traded. The exercise price, which is the average of the high and low selling price of the Registrant's common stock on such date, is the Fair Market Value (as defined in the Plan).
- (3) The option becomes exercisable in three equal installments on February 2, 2009, 2010 and 2011.

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.