### Edgar Filing: Susan Riley - Form 4

Susan Riley Form 4 December 15 <b>FORN</b> Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont <i>See</i> Instru 1(b).	<b>1 4</b> UNITED is box ger 50 <b>STATEM</b> 66. or Filed pur ns tinue. Section 17(	<b>IENT OF</b> rsuant to S a) of the I	Was F CHAN Section 1 Public Ut	shington, IGES IN SECUR 6(a) of th	, D.C. 20 BENEFI RITIES e Securit ding Con	549 CCIA ies E ipany	L OWN xchange Act of	OMMISSION NERSHIP OF e Act of 1934, 1935 or Section 0	OMB Number: Expires: Estimated a burden hou response		
(Print or Type I	Responses)										
Susan Riley Syml CHI				r Name <b>and</b> RENS PL S INC [P	LACE RE		-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Mor				. Date of Earliest Transaction Month/Day/Year) 2/13/2010				Director 10% Owner Officer (give title Other (specify below) below) EVP, FINANCE & ADMIN. AND CFO			
				nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)		(Zip)	Tabl	e I - Non-F	)erivative (	Securi	ities Aca	Person uired, Disposed of	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	ned 1 Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)			
Common Stock, par value \$0.10 per share	12/13/2010			S <u>(1)</u>		D	\$ 51.91 (2)	2,801	D		
Common Stock, par value \$0.10 per share	12/13/2010			S <u>(1)</u>	2,801	D	\$ 52.89 (3)	0	D		

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

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Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### 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.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
					(1) (7)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Susan Riley C/O THE CHILDREN'S PLACE RETAIL STORES, INC. 500 PLAZA DRIVE SECAUCUS, NJ 07094			EVP, FINANCE & ADMIN. AND CFO				
Signatures							
/s/ James E. Myers, as Attorney-In-Fact for Susan Riley	12/	15/2010					

# **Explanation of Responses:**

\*\*Signature of Reporting Person

- \* 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).
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 24, (1) 2010.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.60 to \$52.58, inclusive. The reporting person undertakes to provide to The Children's Place Retail Stores, Inc. (the "Company"), any security

Date

- (2) holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.61 to \$53.04, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the

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#### ranges set forth in this footnote.

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.