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MORRA SWEENEY DINA MARIE

Form 4

September 28, 2010

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MORRA SWEENEY DINA MARIE Issuer Symbol CHILDRENS PLACE RETAIL (Check all applicable) STORES INC [PLCE] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O THE CHILDREN'S PLACE 09/24/2010 Senior VP, Outlets RETAIL STORES,, 500 PLAZA DRIVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SECAUCUS, NJ 07094 (City) (State) (Zin)

(City)	(State) (Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially C							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Security (In(A) or Di (Instr. 3,	(A) or	d of (D)	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)
Common Stock, par value \$0.10 per share	09/24/2010			2,000	` ´		6,679	D	
Common Stock, par value \$0.10 per share	09/24/2010		M	1,200	A	\$ 31.18	7,879	D	
Common Stock, par	09/24/2010		M	600	A	\$ 31.89	8,479	D	

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value \$0.10 per share

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

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SEC 1474 (9-02)

> 8. I De Sec (In

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. Transactic Code (Instr. 8)	5. Number on f 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 27.25	08/24/2010		M	400	<u>(2)</u>	01/15/2012	Common Stock	400
Stock Option (right to buy)	\$ 27.25	08/24/2010		M	1,600	<u>(2)</u>	01/15/2012	Common Stock	1,600
Stock Option (right to buy)	\$ 31.18	08/24/2010		M	960	(3)	05/06/2012	Common Stock	960
Stock Option (right to buy)	\$ 31.18	08/24/2010		M	240	(3)	05/06/2012	Common Stock	240
Stock Option (right to	\$ 31.89	08/24/2010		M	600	(2)	01/15/2012	Common Stock	600

buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer

Other

MORRA SWEENEY DINA MARIE C/O THE CHILDREN'S PLACE RETAIL STORES, 500 PLAZA DRIVE SECAUCUS, NJ 07094

Senior VP, Outlets

Signatures

/s/ James E. Myers, as Attorney-In-Fact for Dina Marie Morra-Sweeney

09/28/2010

**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).
 - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.04 to \$49.08, inclusive. The reporting person undertakes to provide to The Children's Place Retail Stores, Inc. (the "Company"), any security
- (1) 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.
- (2) The option vested annually in four equal installments commencing on January 16, 2002. The option is fully exercisable on the date hereof
- (3) The option vested annually in four equal installments commencing on May 7, 2001. The option is fully 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.

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