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CHILDRENS PLACE RETAIL STORES INC

Form 4

December 27, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

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obligations

Check this box

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

may continue. See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * **DABAH EZRA**

(First)

(Street)

(State)

Symbol CHILDRENS PLACE RETAIL 5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

below)

STORES INC [PLCE]

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

Director Officer (give title

10% Owner Other (specify

915 SECAUCUS ROAD

12/21/2007

4. If Amendment, Date Original

Filed(Month/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

Person

SECAUCUS, NJ 07094

(City)	(State)	(Zip) Tak	ole I - Non-I	Derivative Securities Acq	quired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	(D) or	Ownership
					Following	Indirect (I)	(Instr. 4)

3.	4. Securities Acquired
Transact	ion(A) or Disposed of (D)
Code	(Instr. 3, 4 and 5)
(Instr. 8)	

5. Amount of	6.	7. Nature of
Securities	Ownership	Indirect
Beneficially	Form: Direct	Beneficial
Owned	(D) or	Ownership
Following	Indirect (I)	(Instr. 4)
Reported	(Instr. 4)	

(A) or Code V Amount (D)

(1)

Transaction(s) (Instr. 3 and 4)

See footnotes

Common Stock,

share

\$0.10 par 12/21/2007 value per

S

22,000

Price

 $5,157,310^{(2)}$

(2)(3)

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

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

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(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		
									Amount		
						Date	Expiration		or Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
r g	Director	10% Owner	Officer	Other		
DABAH EZRA 915 SECAUCUS ROAD SECAUCUS, NJ 07094	X	X				

Signatures

/s/ Ezra Dabah 12/27/2007 **Signature of Date Reporting Person

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).
- On December 21, 2007, the Renee and Ezra Dabah Charitable Foundation, Inc. sold 22,000 shares on the open market at a price of \$27.16 per share. The proceeds of such sale will be used for charitable purposes. (continued in footnote 2).
- Ezra Dabah is the beneficial owner of 5,157,310 shares of Common Stock of the Company, representing 17.9% of the total number of **(2)** shares outstanding as of June 2, 2006. (continued in footnote 3).
 - (cont'd from fn 2) Mr. Dabah (i) has sole power to vote or to direct the vote and to dispose or direct the disposition of 1,556,250 of such shares (which includes 185,000 shares that are issuable upon the exercise of outstanding vested options), (ii) has shared power to vote or to direct the vote and to dispose or direct the disposition of 3,031,360 of such shares held by Mr. Dabah and others, as custodians or
- trustees for Mr. Dabah's children and certain other family members, (iii) has shared power to vote or to direct the vote and to dispose or direct the disposition of 445,600 of such shares held by Mr. Dabah and his wife as joint tenants with right of survivorship and (iv) may be deemed to have shared power to vote or to direct the vote and to dispose or direct the disposition of 104,100 of such shares owned by Mr. Dabah's wife. Mr. Dabah may also be deemed the beneficial owner of 20,000 shares of Common Stock held by The Dabah Children

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.

Reporting Owners 2