

MCCLURE LAWRENCE D  
Form 3  
June 23, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *                            |   | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol         |  |
| Â MCCLURE LAWRENCE D   |   | (Month/Day/Year)                     | CHILDRENS PLACE RETAIL STORES INC [PLCE]                   |  |
| (Last)   | (First)                                     | (Middle)                             | 06/15/2010   |  |
| C/O THE CHILDREN'S PLACE<br>RETAIL STORES,,Â INC. 500<br>PLAZA DRIVE |   |                                      | 4. Relationship of Reporting Person(s) to Issuer           | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)   | (Check all applicable)                      |                                      |  |  |
|  | <input type="checkbox"/> Director           | <input type="checkbox"/> 10% Owner   | 6. Individual or Joint/Group Filing(Check Applicable Line) |  |
|  | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other       | _X_ Form filed by One Reporting Person                     |  |
|  | (give title below) (specify below)          |                                      | ___ Form filed by More than One Reporting Person           |  |
|  | Senior VP, Human Resources                  |                                      |  |  |
| SECAUCUS,Â NJÂ 07094   |   |                                      |  |  |
| (City)   | (State)                                     | (Zip)                                |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)       | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$0.10 per share | 3,750 <sup>(1)</sup>                                     | D   | Â  |

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

SEC 1473 (7-02)

**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.**

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|             |            |       |           |          |             |
|-------------|------------|-------|-----------|----------|-------------|
| Date        | Expiration | Title | Amount or | Security | Direct (D)  |
| Exercisable | Date       |       | Number of |          | or Indirect |
|             |            |       | Shares    |          | (I)         |
|             |            |       |           |          | (Instr. 5)  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| MCCLURE LAWRENCE D<br>C/O THE CHILDREN'S PLACE RETAIL STORES,<br>INC. 500 PLAZA DRIVE<br>SECAUCUS, NJ 07094 | Â             | Â         | Â Senior VP, Human Resources | Â     |

## Signatures

/s/ James E. Myers, as Attorney-In-Fact for Lawrence D. McClure 06/23/2010

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) Represents shares of Common Stock, par value \$0.10 per share, of The Children's Place Retail Stores, Inc. (the "Company"), underlying a deferred stock award granted under the Company's Amended and Restated 2005 Equity Incentive Plan, as amended (the "Plan"), on April 5, 2010, one-third of which are deliverable to Mr. McClure on each of the first, second and third anniversaries of the date of grant provided Mr. McClure is employed by the Company on the respective vesting dates, subject to the terms and conditions of the Plan.

Â  
**Remarks:**  
 ExhibitÂ List

ExhibitÂ 24.1Â -Â PowerÂ ofÂ Attorney

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.