

McCRACKEN BERNARD LOUIS III
 Form 3/A
 April 01, 2011

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 and Ticker or Trading Symbol | |
| Â McCracken Bernard Louis III | | (Month/Day/Year) | CHILDRENS PLACE RETAIL STORES INC [PLCE] | |
| (Last) | (First) | 02/11/2011 | | |
| C/O THE CHILDREN'S PLACE RETAIL STORES, INC. 500 PLAZA DRIVE | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (Street) | | (Check all applicable) | 03/15/2011 | |
| SECAUCUS, NJ 07094 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) See Remarks | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, par value \$0.10 | 3,801 ⁽¹⁾ ⁽²⁾ | D | Â |

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

SEC 1473 (7-02)

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

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

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Employee Stock Option (Right to buy) | 01/31/2009 | 04/28/2015 | Common Stock | 1,500 | \$ 44.95 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| McCRACKEN BERNARD LOUIS III C/O THE CHILDREN'S PLACE RETAIL STORES, INC. 500 PLAZA DRIVE SECAUCUS, NJ 07094 | Â | Â | Â See Remarks | Â |

Signatures

/s/ James E. Myers, as Attorney-In-Fact for Bernard McCracken

04/01/2011

__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) This Form 3 Amendment amends the Form 3 filed with the Securities and Exchange Commission on March 15, 2011 to correct a typographical error in the number of shares of Common Stock, par value \$0.10 per share ("Common Stock"), held by Mr. McCracken. Includes 1,200 shares of Common Stock, par value \$0.10 per share ("Common Stock"), 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 July 14, 2008, 33% of which vest on the first and second anniversaries of the grant date and 34% of which vest on the third anniversary of the grant date, 1,200 shares of Company Common Stock underlying a deferred stock award granted under the Company's Plan on September 21, 2009, one-third of which vest on the first, second and third anniversaries of the grant date, and 1,600 shares of Company Common Stock underlying a deferred stock award granted under the Company's Plan on September 21, 2010, one-third of which vest on the first, second and third anniversaries of the grant date.

Â

Remarks:

Vice President, Controller and Interim Principal Accounting Officer Exhibit List Exhibit 24 - Power

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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