

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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|--|---|---|
| 1. Name and Address of Reporting Person* <u>HOLTZMAN SEYMOUR</u> (Last) (First) (Middle) (Street) (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>CASUAL MALE RETAIL GROUP INC [CMRG]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/05/2006</u> | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/05/2006 | | S | | 7,500 | D | \$14 | 3,926,490 | D | |
| Common Stock | 12/05/2006 | | S | | 300 | D | \$14.01 | 3,926,190 | D | |
| Common Stock | 12/05/2006 | | S | | 300 | D | \$14.04 | 3,925,890 | D | |
| Common Stock | 12/05/2006 | | S | | 500 | D | \$14.07 | 3,925,390 | D | |
| Common Stock | 12/05/2006 | | S | | 400 | D | \$14.08 | 3,924,990 | D | |
| Common Stock | 12/05/2006 | | S | | 200 | D | \$14.09 | 3,924,790 | D | |
| Common Stock | 12/05/2006 | | S | | 1,200 | D | \$14.1 | 3,923,590 | D | |
| Common Stock | 12/05/2006 | | S | | 800 | D | \$14.11 | 3,922,790 | D | |
| Common Stock | 12/05/2006 | | S | | 500 | D | \$14.12 | 3,922,290 | D | |
| Common Stock | 12/05/2006 | | S | | 600 | D | \$14.13 | 3,921,690 | D | |
| Common Stock | 12/05/2006 | | S | | 1,010 | D | \$14.14 | 3,920,680 | D | |
| Common Stock | 12/05/2006 | | S | | 100 | D | \$14.15 | 3,920,580 | D | |
| Common Stock | 12/05/2006 | | S | | 100 | D | \$14.16 | 3,920,480 | D | |
| Common Stock | 12/05/2006 | | S | | 300 | D | \$14.17 | 3,920,180 | D | |
| Common Stock | 12/05/2006 | | S | | 300 | D | \$14.18 | 3,919,880 | D | |
| Common Stock | 12/05/2006 | | S | | 600 | D | \$14.19 | 3,919,280 | D | |
| Common Stock | 12/05/2006 | | S | | 300 | D | \$14.2 | 3,918,980 | D | |
| Common Stock | 12/05/2006 | | S | | 700 | D | \$14.21 | 3,918,280 | D | |
| Common Stock | 12/05/2006 | | S | | 200 | D | \$14.22 | 3,918,080 | D | |
| Common Stock | 12/05/2006 | | S | | 300 | D | \$14.23 | 3,917,780 | D | |
| Common Stock | 12/05/2006 | | S | | 100 | D | \$14.24 | 3,917,680 | D | |
| Common Stock | 12/05/2006 | | S | | 200 | D | \$14.25 | 3,917,480 | D | |
| Common Stock | 12/05/2006 | | S | | 100 | D | \$14.26 | 3,917,380 | D | |
| Common Stock | 12/05/2006 | | S | | 500 | D | \$14.27 | 3,916,880 | D | |
| Common Stock | 12/05/2006 | | S | | 100 | D | \$14.28 | 3,916,780 | D | |
| Common Stock | 12/06/2006 | | S | | 3,900 | D | \$14 | 3,912,880 | D | |
| Common Stock | 12/06/2006 | | S | | 4,100 | D | \$14.01 | 3,908,780 | D | |
| Common Stock | 12/06/2006 | | S | | 600 | D | \$14.02 | 3,908,180 | D | |
| Common Stock | 12/06/2006 | | S | | 100 | D | \$14.03 | 3,908,080 | D | |
| Common Stock | 12/06/2006 | | S | | 100 | D | \$14.05 | 3,907,980 | D | |

**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. Transaction Code (Instr. 8) | | 5. Number of 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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

Remarks:

The shares were sold pursuant to an April 17, 2006 pre-arranged stock trading plan pursuant to Rule 10b5-1 under the Exchange Act.

Richard Huffsmith, Attorney-
in-Fact for Seymour Holtzman 12/06/2006

** Signature of Reporting Person Date

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

* 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).

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

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 Number.