SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person*
 CHOPER JESSE H
 	
 (Last)   (First)   (Middle)
 	
 (Street)
 	
 (City)   (State)   (Zip)
	2. Issuer Name **and** Ticker or Trading Symbol
	 CASUAL MALE RETAIL GROUP INC [CMRG]
	
	 3. Date of Earliest Transaction (Month/Day/Year)
	 01/29/2009
		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
		 X Director 10% Owner
		    Officer (give title Other (specify
		    below) below)

	4. If Amendment, Date of 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

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			

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	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	$6.93	01/29/2009		D			15,000	(1)	08/08/2015	Common Stock	15,000	$0.005(2)	0	D	
Non-Qualified Stock Option (right to buy)	$11.15	01/29/2009		D			25,000	(1)	07/31/2016	Common Stock	25,000	$0.002(2)	0	D	
Non-Qualified Stock Option (right to buy)	$10.22	01/29/2009		D			25,000	(3)	07/31/2017	Common Stock	25,000	$0.002(2)	0	D	

Explanation of Responses:

1. As of the date of the reported transaction all of these options were fully vested and exercisable.

2. Sale price per underlying share is based on the Black-Scholes value of the option based upon the closing stock price of the Company's common stock on January 29, 2009.

3. One-third vested on date of grant and one-third on each of the first and second anniversary of grant date.

Dennis R. Hernreich, Attorney-in-Fact for Jesse H. Choper   02/02/2009

** Signature of Reporting Person   Date