

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

SCHEDULE 13D/A

(Amendment No. 54)

Under the Securities Exchange Act of 1934

Casual Male Retail Group, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

25057L102  
(CUSIP Number)

Seymour Holtzman  
c/o Jewelcor Companies  
100 N. Wilkes Barre Blvd.  
Wilkes-Barre, Pennsylvania 18702  
(570) 822-6277  
(Name, Address and Telephone Number of  
Person Authorized to Receive Notices  
and Communications)

May 22, 2006  
(Date of Event which Requires Filing  
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f), or 240.13d-1(g), check the following box:

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**SCHEDULE 13D**

CUSIP No. 25057L102

1)	<b>NAME OF REPORTING PERSON</b>		
	<b>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON</b>		
	Jewelcor Management, Inc.		23-2331228
<hr/>			
2)	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b>	(a)	o
	(b) <input checked="" type="checkbox"/>		
<hr/>			
3)	<b>SEC USE ONLY</b>		
<hr/>			
4)	<b>SOURCE OF FUNDS</b>		NA
<hr/>			
5) 2(e)	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)</b>		o
<hr/>			
6)	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b>		
	Nevada		
<hr/>			
	7)	<b>SOLE VOTING POWER</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		147,059(1)	
<hr/>			
	8)	<b>SHARED VOTING POWER</b>	
		0	
<hr/>			
	9)	<b>SOLE DISPOSITIVE POWER</b>	
		147,059(1)	
<hr/>			
	10)	<b>SHARED DISPOSITIVE POWER</b>	
		0	
<hr/>			
11)	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b>		
		147,059(1)	
<hr/>			
12)	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</b>		o
<hr/>			
13)	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b>		
		0.42%	
<hr/>			
14)	<b>TYPE OF REPORTING PERSON</b>		
	CO		

(1) Represents warrants to purchase an aggregate of 147,059 shares of Common Stock, all of which are immediately exercisable.

**SCHEDULE 13D**

CUSIP No. 25057L102

1)	<b>NAME OF REPORTING PERSON</b>		
	<b>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON</b>		
	Seymour Holtzman		
<hr/>			
2)	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b>	(a)	0
	(b) <input checked="" type="checkbox"/>		
<hr/>			
3)	<b>SEC USE ONLY</b>		
<hr/>			
4)	<b>SOURCE OF FUNDS</b>	PF	
<hr/>			
5)	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)</b>		0
<hr/>			
6)	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b>		
	United States of America		
<hr/>			
	7)	<b>SOLE VOTING POWER</b>	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>		5,873,038(1)	
<hr/>			
	8)	<b>SHARED VOTING POWER</b>	
		0	
<hr/>			
	9)	<b>SOLE DISPOSITIVE POWER</b>	
		5,873,038(1)	
<hr/>			
	10)	<b>SHARED DISPOSITIVE POWER</b>	
		0	
<hr/>			
11)	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b>		
	5,873,038(1) — See Item 5		
<hr/>			
12)	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</b>		0
<hr/>			
13)	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b>		
	16.76%		
<hr/>			
14)	<b>TYPE OF REPORTING PERSON</b>		
	IN		
<hr/>			

(1) Includes options to purchase an aggregate of 1,690,000 shares of Common Stock and warrants to purchase an aggregate of 80,000 shares of Common Stock, all of which are immediately exercisable and are directly beneficially owned by Mr. Holtzman. Also includes immediately exercisable warrants to purchase an aggregate of 147,059 shares of Common Stock, which are indirectly beneficially owned by Mr. Holtzman. Excludes options to purchase an aggregate of 160,000 shares of Common Stock, 53,333 of which become exercisable on April 24, 2007, 53,333 of which become exercisable on April 24, 2008 and 53,334 of which become exercisable on April 24, 2009.

SCHEDULE 13D

CUSIP No. 25057L102

1) **NAME OF REPORTING PERSON**  
**S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON**  
Evelyn Holtzman

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) 0  
(b) x

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS** NA

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)** 0

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**  
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) <b>SOLE VOTING POWER</b>	0
	8) <b>SHARED VOTING POWER</b>	0
	9) <b>SOLE DISPOSITIVE POWER</b>	0
	10) <b>SHARED DISPOSITIVE POWER</b>	0

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
0 — See Item 5

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** 0

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
0%

14) **TYPE OF REPORTING PERSON**  
IN

SCHEDULE 13D

CUSIP No. 25057L102

- 1) **NAME OF REPORTING PERSON**  
**S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON**  
S.H. Holdings, Inc. 23-2512788
- 
- 2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)   
(b)  x
- 
- 3) **SEC USE ONLY**
- 
- 4) **SOURCE OF FUNDS** NA
- 
- 5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)**
- 
- 6) **CITIZENSHIP OR PLACE OF ORGANIZATION**  
Delaware
- 
- |  |  |
|--|--|
| <b>NUMBER OF<br/>SHARES<br/>BENEFICIALLY<br/>OWNED BY<br/>EACH<br/>REPORTING<br/>PERSON<br/>WITH</b> | 7) <b>SOLE VOTING POWER</b><br>0         |
|  | 8) <b>SHARED VOTING POWER</b><br>0       |
|  | 9) <b>SOLE DISPOSITIVE POWER</b><br>0    |
|  | 10) <b>SHARED DISPOSITIVE POWER</b><br>0 |
- 
- 11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
0 — See Item 5
- 
- 12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**
- 
- 13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
0%
- 
- 14) **TYPE OF REPORTING PERSON**  
CO
-

SCHEDULE 13D

CUSIP No. 25057L102

- 1) **NAME OF REPORTING PERSON**  
**S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON**  
Jewelcor Incorporated 24-0858676
- 
- 2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) 0  
(b)  x
- 
- 3) **SEC USE ONLY**
- 
- 4) **SOURCE OF FUNDS** NA
- 
- 5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)** 0
- 
- 6) **CITIZENSHIP OR PLACE OF ORGANIZATION**  
Pennsylvania
- 
- |  |  |
|--|--|
| <b>NUMBER OF<br/>SHARES<br/>BENEFICIALLY<br/>OWNED BY<br/>EACH<br/>REPORTING<br/>PERSON<br/>WITH</b> | 7) <b>SOLE VOTING POWER</b><br>0         |
|  | 8) <b>SHARED VOTING POWER</b><br>0       |
|  | 9) <b>SOLE DISPOSITIVE POWER</b><br>0    |
|  | 10) <b>SHARED DISPOSITIVE POWER</b><br>0 |
- 
- 11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
0 — See Item 5
- 
- 12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** 0
- 
- 13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
0%
- 
- 14) **TYPE OF REPORTING PERSON**  
CO
-

This Amendment No. 54 amends and supplements the Schedule 13D, dated November 27, 1998, as amended to date (the "Schedule 13D"), originally filed with the Securities and Exchange Commission by Jewelcor Management, Inc. ("JMI") and others with respect to the common stock, \$.01 par value (the "Common Stock"), of Casual Male Retail Group, Inc., a Delaware corporation (the "Company"). The address of the principal business and principal offices of the Company is 555 Turnpike Street, Canton, Massachusetts 02021.

**Item 3 of the Schedule 13D, "Source and Amount of Funds or Other Consideration," is amended and supplemented by adding the following:**

On May 23, 2006, Mr. Holtzman acquired direct beneficial ownership of immediately exercisable warrants to purchase 80,000 shares of Common Stock previously reported as indirectly beneficially owned by Mr. Holtzman through JMI, an entity of which he is controlling shareholder; such shares were previously reported as directly beneficially owned by JMI. Mr. Holtzman delivered a promissory note to JMI for \$487,400 (or an average of approximately \$6.09 per warrant), representing personal funds.

On January 27, 2006, options to purchase 160,000 shares of Common Stock owned by Mr. Holtzman became immediately exercisable. These options were previously reported to vest in three equal installments on the successive anniversaries of the May 9, 2005 grant date. The shares underlying these options were previously disclosed in Amendment No. 53 as being beneficially owned by Mr. Holtzman.

On May 22, 2006, the Company advised JMI that it was increasing JMI's annual compensation under JMI's consulting agreement with the Company to \$527,000 from \$412,000, effective May 1, 2006. The Company also paid a bonus of \$345,000 to Mr. Holtzman based on the Company's 2005 performance.

The Company also granted to Mr. Holtzman options to purchase 160,000 shares of Common Stock, 53,333 of which become exercisable on April 24, 2007, 53,333 of which become exercisable on April 24, 2008 and 53,334 of which become exercisable on April 24, 2009.

**Item 5(a)-(c) of the Schedule 13D, "Interest in Securities of the Issuer," is amended and supplemented as follows:**

As of May 25, 2006, the Reporting Entities included in this filing beneficially own an aggregate of 5,873,038 shares of Common Stock, representing approximately 16.76% of the outstanding shares of Common Stock based upon the 35,038,632 shares of Common Stock outstanding as of March 29, 2006 as reported by the Company in its Form 10-K filed on March 31, 2006.

As of May 25, 2006, Seymour Holtzman may be deemed to beneficially own 5,873,038 shares of Common Stock, representing an aggregate of approximately 16.76% of the outstanding shares of Common Stock. Such amount includes options to purchase an aggregate of 1,690,000 shares of Common Stock and warrants to purchase an aggregate of 80,000 shares of

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Common Stock, all of which are immediately exercisable and are directly beneficially owned by Mr. Holtzman. The 5,873,038 shares of Common Stock also includes currently exercisable warrants to purchase an aggregate of 147,059 shares of Common Stock, which are indirectly beneficially owned by Mr. Holtzman through JMI, an entity of which Mr. Holtzman is controlling shareholder. Mr. Holtzman's relationship with JMI is further described in Item 2 of the Schedule 13D.

As of May 25, 2006, JMI beneficially owned an aggregate of 147,059 shares of Common Stock, representing approximately 0.42% of the outstanding shares of Common Stock. JMI has sole voting and dispositive power over the shares of Common Stock beneficially owned by it.

All transactions effected during the 60 days preceding the date of this filing are disclosed herein.

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SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certify that the information set forth in this Statement is true, complete and correct.

Dated: May 25, 2006

JEWELCOR MANAGEMENT, INC.

By: /s/ Seymour Holtzman  
Name: Seymour Holtzman  
Title: President

JEWELCOR INCORPORATED

By: /s/ Seymour Holtzman  
Name: Seymour Holtzman  
Title: President

S.H. HOLDINGS, INC.

By: /s/ Seymour Holtzman  
Name: Seymour Holtzman  
Title: President

/s/ Seymour Holtzman  
Seymour Holtzman

/s/ Evelyn Holtzman  
Evelyn Holtzman