

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

FORM 10-K/A
(Amendment No. 2)
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended January 29, 2005 (Fiscal 2004)

Commission File Number 0-15898

CASUAL MALE RETAIL GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware 04-2623104
(State or other jurisdiction of (IRS Employer Identification No.)
incorporation or organization)

555 Turnpike Street, Canton, MA 02021
(Address of principal executive offices) (Zip Code)

(781) 828-9300
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:
None

Securities registered pursuant to Section 12(g) of the Act:
Common Stock, \$0.01 par value
(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. []

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes X No

As of July 31, 2004, the aggregate market value of the Common Stock held by non-affiliates of the registrant was approximately \$156.1 million, based on the last reported sale price on that date. Shares of Common Stock held by each executive officer and director and by each person who owns 10% or more of the outstanding Common Stock have been excluded on the basis that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily determinative for other purposes.

The registrant had 34,250,912 shares of Common Stock, \$0.01 par value, outstanding as of May 1, 2005.

DOCUMENTS INCORPORATED BY REFERENCE
None.

Explanatory Note

This Amendment No. 2 on Form 10-K/A is being filed to amend the registrant's Amendment No. 1 on Form 10-K/A for the fiscal year ended January 29, 2005 ("Amendment No. 1") solely to include the certifications required by Rule 13a-14(a) of the Securities Exchange Act of 1934, which were inadvertently omitted from Amendment No. 1.

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

June 3, 2005

By: /s/ Dennis R. Hernreich
Dennis R. Hernreich
Executive Vice President and
Chief Financial Officer

Index to Exhibits

Exhibits

31.1 Certification of Chief Executive Officer of the Company pursuant
to Rule 13a-14(a) under the Securities Exchange Act of 1934.

31.2 Certification of Chief Financial Officer of the Company pursuant
to Rule 13a-14(a) under the Securities Exchange Act of 1934.

CERTIFICATION

I, David A. Levin, certify that:

1. I have reviewed the Form 10-K/A (Amendment No. 1) of Casual Male Retail Group, Inc.;
2. Based on my knowledge, such report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by such report.

Date: June 3, 2005

/s/ DAVID A. LEVIN

David A. Levin
Chief Executive Officer

CERTIFICATION

I, Dennis R. Hernreich, certify that:

1. I have reviewed the Form 10-K/A (Amendment No. 1) of Casual Male Retail Group, Inc.;

2. Based on my knowledge, such report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by such report.

Date: June 3, 2005

/s/ DENNIS R. HERNREICH

Dennis R. Hernreich
Chief Financial Officer