

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

1. Name and Address of Reporting Person* <u>LEVIN DAVID A</u>			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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President, CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/29/2009</u>			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		
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(City)	(State)	(Zip)						

**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)	\$7.28	01/29/2009		D		75,000		(1)	06/16/2014	Common Stock	75,000	\$0.005 <sup>(2)</sup>	0	D	
Non-Qualified Stock Option (right to buy)	\$6.9	01/29/2009		D		185,508		(1)	05/09/2015	Common Stock	185,508	\$0.005 <sup>(2)</sup>	0	D	
Incentive Stock Option (right to buy)	\$6.9	01/29/2009		D		14,492		(1)	05/09/2015	Common Stock	14,492	\$0.005 <sup>(2)</sup>	0	D	
Non-Qualified Stock Option (right to buy)	\$9.27	01/29/2009		D		200,000		(3)	04/24/2016	Common Stock	200,000	\$0.003 <sup>(2)</sup>	0	D	
Non-Qualified Stock Option (right to buy)	\$12.35	01/29/2009		D		146,242		(4)	02/06/2017	Common Stock	146,242	\$0.001 <sup>(2)</sup>	0	D	
Incentive Stock Option (right to buy)	\$12.35	01/29/2009		D		24,291		(4)	02/06/2017	Common Stock	24,291	\$0.001 <sup>(2)</sup>	0	D	
Non-Qualified Stock Option (right to buy)	\$4.54	01/29/2009		D		300,000			05/01/2011 05/01/2012	Common Stock	300,000	\$0.004 <sup>(2)</sup>	0	D	
Non-Qualified Stock Option (right to buy)	\$4.55	01/29/2009		D		200,000			05/06/2011 05/06/2012	Common Stock	200,000	\$0.004 <sup>(2)</sup>	0	D	

**Explanation of Responses:**

- As of the date of the reported transaction all of these options were fully vested and exercisable.
- 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.
- The option was granted on 4/24/06 and provides for vesting in three equal annual installments commencing on 4/24/07.

4. The option was granted on 2/6/07 and provides for vesting in three equal annual installments commencing on 2/6/08.

David A. Levin

02/02/2009

\*\* 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.**