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

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                       SCHEDULE 13G/A

                       (Rule 13d-102)

         INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
          TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO
                      FILED PURSUANT TO RULE 13d-2

                       (Amendment No. 2)*

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

              Common Stock, par value $.01 per share
              --------------------------------------
                    (Title of Class of Securities)

                           148711104
                         --------------
                         (CUSIP Number)

                       December 31, 2005
        ------------------------------------------------------------
        (Date of Event Which Requires Filing of this Statement)
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Check the appropriate box to designate the rule pursuant to which this Schedule
is filed:

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        |_|   Rule 13d-1(b)
        |X|   Rule 13d-1(c)
        |_|   Rule 13d-1(d)
```

* The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

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CUSIP No. 148711104                      13G
- ------------------------------------------------------------------------------
1.    NAME OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

      The Clark Estates, Inc.
      13-5524538
- ------------------------------------------------------------------------------
2.    CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*          (a) [_]
                                                                (b) [_]


- ------------------------------------------------------------------------------
3.    SEC USE ONLY



- ------------------------------------------------------------------------------
4.    CITIZENSHIP OR PLACE OF ORGANIZATION

      New York
- ------------------------------------------------------------------------------
               5.    SOLE VOTING POWER

                     1,436,633
               ----------------------------------------------------------------
  NUMBER OF    6.    SHARED VOTING POWER
   SHARES
 BENEFICIALLY        0
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     OWNED BY     -----------------------------------------------------------------
       EACH       7.    SOLE DISPOSITIVE POWER
    REPORTING
     PERSON             1,436,633
      WITH       -----------------------------------------------------------------
                  8.    SHARED DISPOSITIVE POWER

                        0
- ------------------------------------------------------------------------------------
9.    AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

      1,436,633 (1)
- ------------------------------------------------------------------------------------
10.   CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*  [_]

- ------------------------------------------------------------------------------------
11.   PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

      4.15%
- ------------------------------------------------------------------------------------
12.   TYPE OF REPORTING PERSON*

      CO
- ------------------------------------------------------------------------------------
(1) Includes 247,059 shares of common stock subject to warrants exercisable
within 60 days hereof.

                    *SEE INSTRUCTIONS BEFORE FILLING OUT!
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Item 1(a). Name of Issuer:

      Casual Male Retail Group, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

      555 Turnpike Street
      Canton, Massachusetts 02021

Item 2(a). Name of Person Filing:

      The Clark Estates, Inc.

Item 2(b). Address of Principal Business Office or, if None, Residence:

      One Rockefeller Plaza
      31st Floor
      New York, New York 10020

Item 2(c). Citizenship:

      New York

Item 2(d). Title of Class of Securities:

      Common Stock, par value $.01 per share

Item 2(e). CUSIP Number:

      148711104

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), 13d-2(b) or (c),
        Check Whether the Person Filing is a:

      (a) |_| Broker or dealer registered under Section 15 of the Exchange Act.
      (b) |_| Bank as defined in Section 3(a)(6) of the Exchange Act.
      (c) |_| Insurance company as defined in Section 3(a)(19) of the Exchange
              Act.
      (d) |_| Investment company as defined under Section 8 of the Investment
              Company Act.
      (e) |_| An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
      (f) |_| An employee benefit plan or endowment fund in accordance with Rule
              13d-1(b)(1)(ii)(F).
      (g) |_| A parent holding company or control person in accordance with Rule
              13d-1(b)(1)(ii)(G).
      (h) |_| A savings association as defined in Section 3(b) of the Federal
              Deposit Insurance Act.
      (i) |_| A church plan that is excluded from the definition of an
              investment company under Section 3(c)(14) of the Investment
              Company Act.
      (j) |_| Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

      Not Applicable.

Item 4. Ownership:

      (a) Amount beneficially owned: 1,436,633

      (b) Percent of class: 4.15%

      (c) Number of shares as to which such person has:

            (i) Sole power to vote or to direct the vote: 1,436,633

            (ii) Shared power to vote or to direct the vote: 0

            (iii) Sole power to dispose or to direct the disposition of:
                1,436,633

            (iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof
the reporting person has ceased to be the beneficial owner of more than five
percent of a class of securities, check the following |X|.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

      Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the
      Security Being Reported on By the Parent Holding Company or Control
      Person.

      Not Applicable.

Item 8. Identification and Classification of Members of the Group.

      Not Applicable.

Item 9. Notice of Dissolution of Group.

      Not Applicable.

Item 10. Certification.

      By signing below I certify that, to the best of my knowledge and belief,
      the securities referred to above were not acquired and are not held for
      the purpose of or with the effect of changing or influencing the control
      of the issuer of the securities and were not acquired and are not held in
      connection with or as a participant in any transaction having that purpose
      or effect.

SIGNATURE

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

Dated: February 10, 2006

                                        THE CLARK ESTATES, INC.

                                        By: /s/ Kevin S. Moore
                                            ----
                                            Name: Kevin S. Moore
                                            Title: President