SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
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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* <u>FOREMAN GEORGE</u>	2. Date of Event Requiring Stater (Month/Day/Year	ment	3. Issuer Name and Ticker or Trading Symbol <u>CASUAL MALE RETAIL GROUP INC</u> [CMRG]					
(Last) (First) (Middle)	02/26/2004		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)			5. If Amendment, Date of Original Filed (Month/Day/Year)		
	_		X Director 10% Owner Officer (give title Other (specify		6. Inc	6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)			below)	below)	X	X Form filed by One Reporting Person		
(City) (State) (Zip)	—					Form filed by Reporting P	y More than One erson	
Table I - Non-Derivative Securities Beneficially Owned								
			Amount of Securities eneficially Owned (Instr. 4)			Nature of Indirect Beneficial Ownership str. 5)		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exerc Expiration Da (Month/Day/Y	te	3. Title and Amount of Securities Underlying Derivative Security (Instr.		4. Conversion or Exercise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Stock Option (right to buy)	06/25/2003 ⁽¹⁾	06/25/2013	Common Stock	100,000	5.35	D		
Stock Option (right to buy)	12/11/2003 ⁽²⁾	12/11/2013	Common Stock	100,000	7.15	D		

Explanation of Responses:

1. Options granted June 25, 2003. In connection with a certain consulting agreement with the Issuer, the Reporting Person received a grant of options to purchase up to 100,000 shares of the Issuer's common stock, all of which are currently exercisable.

2. Options granted December 11, 2003. In connection with that certain consulting agreement with the Issuer, the Reporting Person received an additional grant of options to purchase up to 100,000 shares of the Issuer's common stock, all of which are currently exercisable.

Remarks:

Exhibit List: Exhibit 24-Confirming Statement

Dennis R. Hernreich, Attorneyin Fact for Coords Foreman

in-Fact for George Foreman

** 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 5 (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.

CONFIRMING STATEMENT

This Statement confirms that the undersigned, George Foreman, has authorized and designated David A. Levin, Dennis R. Hernreich and Arlene C. Feldman to execute and file on the undersigned's behalf all Forms 3, 4 and 5 (including any amendments thereto) that the undersigned may be required to file with the United States Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Casual Male Retail Group, Inc. The authority of David A. Levin, Dennis R. Hernreich and Arlene C. Feldman under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4 and 5 with regard to the undersigned's ownership of or transactions in the securities of Casual Male Retail Group, Inc., unless earlier revoked in writing. The undersigned acknowledges that David A. Levin, Dennis R. Hernreich and Arlene C. Feldman are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Date: February 26, 2004

By: /s/ GEORGE FOREMAN Name: GEORGE FOREMAN

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