

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

SCHEDULE 13D/A

(Amendment No. 55)

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)

December 27, 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) **NAME OF REPORTING PERSON**  
**S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON**  
 Jewelcor Management, Inc. 23-2331228
- 
- 2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)  o  
 (b)
- 
- 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)**  o
- 
- 6) **CITIZENSHIP OR PLACE OF ORGANIZATION**  
 Nevada
- 
- |  |     |   |
|--|-----|---|
| <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>147,059(1)      |
|  | 8)  | <b>SHARED VOTING POWER</b><br>0             |
|  | 9)  | <b>SOLE DISPOSITIVE POWER</b><br>147,059(1) |
|  | 10) | <b>SHARED DISPOSITIVE POWER</b><br>0        |
- 
- 11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
 147,059(1)
- 
- 12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**  
 o
- 
- 13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
 0.43%
- 
- 14) **TYPE OF REPORTING PERSON**  
 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) **NAME OF REPORTING PERSON**  
**S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON**  
 Seymour Holtzman
- 
- 2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)  (b)
- 
- 3) **SEC USE ONLY**
- 
- 4) **SOURCE OF FUNDS** PF
- 
- 5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)**
- 
- 6) **CITIZENSHIP OR PLACE OF ORGANIZATION**  
 United States of America
- 
- |  |  |
|--|--|
| <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>5,620,484(1)      |
|  | 8) <b>SHARED VOTING POWER</b><br>0               |
|  | 9) <b>SOLE DISPOSITIVE POWER</b><br>5,620,484(1) |
|  | 10) <b>SHARED DISPOSITIVE POWER</b><br>0         |
- 
- 11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
 5,620,484(1) — 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)**  
 16.29%
- 
- 14) **TYPE OF REPORTING PERSON**  
 IN
- 

(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)

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

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

This Amendment No. 55 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 4. Purpose of Transaction**

Item 4 is hereby amended and supplemented as follows:

On April 17, 2006, Seymour and Evelyn Holtzman (collectively Holtzman) and Deutsche Bank Alex. Brown ("DB") entered into a pre-arranged stock trading plan (the "Plan") pursuant to Rule 10b5-1 under the Exchange Act. Holtzman entered into the Plan primarily for estate and tax planning purposes and also to avail themselves of the benefits of Rule 10b5-1 under the Exchange Act.

Effective December 27, 2006, the plan was amended and supplemented by the Rule 10b5-1 Amended Sales Plan Agreement (the "Amended Plan"). Pursuant to the Amended Plan, Holtzman has appointed DB to sell 900,000 shares of Common Stock, not including shares previously sold under the plan, at a price not to be below \$13.50 per share beginning December 27, 2006.

#### **Item 5. Interest in Securities of the Issuer**

Items 5(a)-(c) of the Schedule 13D are hereby amended and supplemented as follows:

As of December 29, 2006, the Reporting Entities included in this filing beneficially own an aggregate of 5,620,484 shares of Common Stock, representing approximately 16.29% of the outstanding shares of Common Stock based upon the 34,503,496 shares of Common Stock outstanding as of November 13, 2006 as reported by the Company in its Form 10-Q for the period ended October 28, 2006 filed on November 17, 2006.

As of December 29, 2006, Seymour Holtzman may be deemed to beneficially own 5,620,484 shares of Common Stock, representing an aggregate of approximately 16.29% 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 Common Stock, all of which are immediately exercisable and are directly beneficially owned by Mr. Holtzman. The 5,620,484 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 December 29, 2006, JMI beneficially owned an aggregate of 147,059 shares of Common Stock, representing approximately 0.43% of the outstanding shares of Common Stock. JMI has sole voting and dispositive power over the shares of Common Stock beneficially owned by it.

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In accordance with the Plan, since December 1, 2006 the Reporting Entities have disposed of Common Stock in the open market as set forth on Schedule I hereto. On December 29, 2006, 18,154 shares of Common Stock previously reported on the Schedule 13D were disposed of by gift to an irrevocable trust. Except as disclosed in this Item 5 and on Schedule I, no transactions have been effectuated by the Reporting Entities during the 60 days preceding this filing.

**Item 7. Material to be Filed as Exhibits.**

Exhibit 1	Rule 10b5-1 Amended Sales Plan Agreement
Exhibit 2	Schedule A - Attachment to Rule 10b5-1 Amended Sales Plan Agreement

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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: December 29, 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

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## SCHEDULE I

This schedule sets forth information with respect to each open market sale of Common Stock which was effectuated by the Reporting Entities during the past 60 days.

<u>Date</u>	<u>Number of Shares</u>	<u>Price Per Share</u>	<u>Trade Amount (a)</u>
12/01/2006	7,489	\$ 13.6598	\$ 102,298
12/04/2006	14,500	\$ 14.1174	\$ 204,702
12/05/2006	17,210	\$ 14.0825	\$ 242,360
12/06/2006	8,800	\$ 14.0069	\$ 123,261
12/07/2006	30,400	\$ 14.0733	\$ 427,828
12/08/2006	17,907	\$ 14.0289	\$ 251,216
12/11/2006	40,608	\$ 14.0431	\$ 570,262
12/12/2006	5,493	\$ 14.0066	\$ 76,938
12/13/2006	12,486	\$ 14.0004	\$ 174,809
12/14/2006	42,537	\$ 14.0044	\$ 595,705
12/15/2006	4,900	\$ 14.1027	\$ 69,103
12/20/2006	13,170	\$ 13.7607	\$ 181,228
12/22/2006	8,000	\$ 13.3965	\$ 107,172
12/26/2006	10,900	\$ 12.9649	\$ 141,317

(a) Excludes commissions and other execution related costs.

**RULE 10b5-1 AMENDED SALES PLAN AGREEMENT**

This Amended Sales Plan (the "Amended Sales Plan") is entered into on this 27th day of December, 2006 (the "Adoption Date") by and between Seymour and Evelyn Holtzman (collectively the "Seller") and Deutsche Bank Securities Inc. (hereinafter referred to as "DB Alex. Brown" or alternatively, the "Broker"), acting as agent for the Seller. This Amended Sales Plan shall supplement the Sales Plan entered into on the 17<sup>th</sup> day of April, 2006 (the "Original Sales Plan").

Section 2.1 of the Original Sales Plan shall be stricken and replaced with the following language:

2.1 Appointment; total sales Amount. Subject to the terms and conditions hereof, the Seller hereby Appoints Broker and the Broker hereby accepts such appointment, to sell 900,000 shares of Stock beginning on December 27, 2006 at a price not to be below \$13.50 per share. The 900,000 shares to be sold does not include any of the Shares sold under the Original Sales Plan.

Section 2.3(a) of the Original Sales Plan shall be stricken and replaced with the following language:

(a) During the Sales Period, Broker shall sell the number of shares of the Stock held by the Seller for the account of the Seller as set forth on Schedule A (the "Sale Amount")

Section 2.6 of the Original Sales Plan shall be stricken and replaced with the following language:

2.6 Best Execution. Broker agrees to sell Stock under this Amended Sales Plan pursuant to ordinary principles of best execution. Notwithstanding the foregoing, Seller acknowledges that Broker may not be able to sell the entire amount that is instructed to sell hereunder and that this Amended Sales Plan does not constitute a guarantee or other assurance of any kind that sales of Stock will be made at any particular price on any particular day. Additionally, Seller hereby acknowledges that although there is a minimum sales price under Exhibit "A", that Broker has discretion to use its best execution judgment and seek higher prices than the Net Limit Price set forth on Exhibit A.

Section 3.1(c) of the Original Sales Plan shall be stricken and replaced with the following language:

(c) The Forms 144 will include in the Remarks section substantially the Following: "The shares covered by this Form 144 are being sold pursuant to a Rule 10b5-1 Amended Sales Plan dated December 27<sup>th</sup>, 2006, which is intended to comply with Rule 10b5-1."

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Section 3.2(b) of the Original Sales Plan shall be stricken and replaced with the following language:

- (b) The Forms 4 will include in the Remarks section substantially the Following: “The shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1 Amended Sales Plan dated December 27<sup>th</sup>, 2006, which is intended to comply with Rule 10b5-1.”

Section 4.6 of the Original Sales plan shall be stricken and replaced with the following language:

4.6 Submission to the Company. Seller has delivered a copy of the Original Sales Plan and this Amended Sales Plan to the Company. Seller hereby consents to any filings made by the Company setting forth or otherwise making publicly available the provisions of this Amended Sales Plan. The Company consents to any public disclosure by the Seller of the Provisions of the Original Sales Plan and this Amended Sales Plan.

This Instruction shall not be effective until DB Alex. Brown confirms its acceptance in writing by signing below.

**Adopted by Seller:**

**Acknowledged by the Company:**

(company name)

Seymour Holtzman

By: \_\_\_\_\_

(authorized signatory)

(title)

\_\_\_\_\_  
Evelyn Holtzman

**Accepted by DB Alex. Brown:**

\_\_\_\_\_  
(branch manager)



1. **Instructions:** In column (a), state the first and last date on which the Shares are authorized to be sold during the Designated Sale Period (Stock sales may occur on or between these dates). The "To" column may be left blank in which case the Designated Sale Period will last until this Instruction terminates.

In column (b), state the maximum number of shares authorized to be sold at the designated price during the Designated Sale Period. Do not aggregate with amounts authorized to be sold at a lower price during the same Designated Sale Period.

In column (c), write either (i) a dollar price which is the minimum price (the "Net Limit Price") at which Stock is authorized to be sold, or (ii) the word "market" if Stock is to be sold at the then-prevailing market price per share during the Designated Sale Period. If a Net Limit Price is instructed, I understand that my order(s) will be executed only when Deutsche Bank Alex. Brown can sell at a price equal or higher than my minimum price(s) plus the mark-up.

2. I am subject to Rule 144 filing requirements and, if applicable, I have provided signed documents to be filed on my behalf.