

**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>HOLTZMAN SEYMOUR</u>  (Last) (First) (Middle) <u>C/O JEWELCOR - 4TH FLOOR</u> <u>100 N WILKES BARRE BLVD</u>  (Street) <u>WILKES BARRE PA 18702</u>  (City) (State) (Zip)	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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/25/2003</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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
Warrants (right to buy)	\$6.83 <sup>(1)</sup>	09/25/2003		A		20,000		09/25/2003	07/02/2010	Common Stock	20,000	\$0	20,000 <sup>(2)</sup>	I	By Jewelcor Management, Inc.

**Explanation of Responses:**

- Exercise price is based on the average closing price of the Issuer's Common Stock on the NASDAQ National Market for the period of 30 trading days ending September 24, 2003.
- The Reporting Person has previously reported issuance of warrants to Jewelcor Management, Inc. to purchase an aggregate of 207,059 shares of the Issuer's Common Stock, which warrants are currently exercisable.

**Remarks:**

The Reporting Person is an indirect controlling shareholder of Jewelcor Management, Inc. a holder of more than 10% of the Issuer's Common Stock. The Reporting Person has previously reported grants of options to purchase an aggregate of 1,130,000 shares of the Issuer's Common Stock. The Reporting Person has previously reported direct beneficial ownership of 12,765 shares of the Issuer's Common Stock.

Richard Huffsmith Attorney-in-Fact for Seymour Holtzman 09/29/2003

\*\* 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.