

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

#### OMB APPROVAL

OMB Number: 3235-0287

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hours per response: 0.5

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, Section 17(a) of the Public Utility

Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

**(Print or Type Responses)**

<b>1. Name and Address of Reporting Person*</b>  Duff, Stephen M.	<b>2. Issuer Name and Ticker or Trading Symbol</b>  CASUAL MALE RETAIL GROUP, INC. ("CMRG")	<b>6. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)
(Last) (First) (Middle)  c/o Casual Male Retail Group, Inc.  555 Turnpike Street  (Street)  Canton, MA 02021  (City) (State) (Zip)	<b>3. IRS or Social Security Number of Reporting Person (Voluntary)</b>  (Voluntary)	<b>4. Statement for Month/Day/Year</b>  March 3, 2003  <b>5. If Amendment, Date of Original (Month/Day/Year)</b>
<b>7. Individual or Joint/Group Filing</b> (Check applicable line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

**Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Inst. 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 Transactions (Inst. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Inst. 4)	7. Nature of Indirect Beneficial Ownership (Inst. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.01 par value	3/3/03		J	(01)	183	A	\$2.73	3,192	D	

Explanation of Responses:  
 (01) Shares issued in lieu of certain directors fees for participation in meetings of the Board of Directors and certain of its committees .

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).

Potential persons who respond to the collection of information contained

(Over)

in this form are not required to respond unless the form displays

SEC 1474 (9-02)

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Form 4 (continued)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Inst. 3)	2. Conversion or Exercise Price	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Inst. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Inst. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Inst. 3 and 4)		8. Price of Derivative Security (Inst. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Inst. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Inst. 4)	11. Nature of Indirect Beneficial Ownership (Inst. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

Explanation of Responses:

NOTE: Reporting Person has previously reported grants of options to purchase an aggregate of 30,000 shares of the Issuer's common stock.

\*\* 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 provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a valid OMB number.

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\*\* Signature of Reporting Person Date

Dennis R. Hernreich

Attorney-in-Fact for

**Stephen M. Duff**