

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

#### OMB APPROVAL

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Estimated average burden

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).

**(Print or Type Responses)**

|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><br>Holtzman, Seymour<br><br>(Last) (First) (Middle)<br><br>c/o Casual Male Retail Group, Inc.<br><br>555 Turnpike Street<br><br>(Street)<br><br>Canton, MA 02021<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><br>CASUAL MALE RETAIL GROUP, INC. ("CMRG") | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below) |
| 3. IRS or Social Security Number of Reporting Person (Voluntary)  | 4. Statement for Month/Day/Year<br><br>April 30, 2003                                      | 7. Individual or Joint/Group Filing (Check applicable line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person   |
| <b>Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>   |  |   |

| 1. Title of Security (Inst. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Inst. 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, \$0.01 par value | 04/30/03                             |  | A                             |   | 70,769  | A          | (01)  | 3,884,094  | I (a)   | By Jewelcor Management, Inc.                         |
| Common Stock, \$0.01 par value |                                      |  |                               |   |   |            |       | 12,765   | D   |  |
| Common Stock, \$0.01 par value |                                      |  |                               |   |   |            |       | 15,000   | I (b)(d)  | By custodial accounts                                |
| Common Stock, \$0.01 par value |                                      |  |                               |   |   |            |       | 15,000   | I (c)(d)  | Evelyn Holtzman, Custodian                           |

Explanation of Responses:

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)

a currently valid OMB control number

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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 of Derivative Security | 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 | Title  | Amount or Number of Shares |   |   |   |   |
|   |  |                                      |  |                               |   |   |     |  |                 |  |                            |   |   |   |   |
|   |  |                                      |  |                               |   |   |     |  |                 |  |                            |   |   |   |   |
|   |  |                                      |  |                               |   |   |     |  |                 |  |                            |   |   |   |   |
|   |  |                                      |  |                               |   |   |     |  |                 |  |                            |   |   |   |   |

Explanation of Responses:

(01) Under the terms of a consulting agreement with the Issuer, as extended, Jewelcor Management, Inc., of which the Reporting Person is an indirect controlling shareholder, received compensation of \$276,000 payable in 70,769 shares of the Issuer's common stock, based on the closing price of the common stock on April 28, 2003.

- a. The Reporting Person is an indirect controlling shareholder of Jewelcor Management, Inc., a holder of more than 10% of the Issuer's common stock.
- b. Includes shares of common stock held in individual custodial accounts for the benefit of the following grandchildren of the Reporting Person: Olivia Garcia (9,000 shares); Sterling Garcia (1,000 shares); Temple Holtzman (1,000 shares); Rivers Holtzman (1,000 shares); and Percy Holtzman (3,000). The Reporting Person is the custodian for the aforesaid custodial accounts.
- c. Represents shares of common stock held in individual custodial accounts for the benefit of Chelsea Holtzman, the Reporting Person's granddaughter. Evelyn Holtzman, the Reporting Person's wife, is the custodian for the aforesaid custodial accounts.
- d. The Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities.

NOTES: The Reporting Person has previously reported grants of options to purchase an aggregate of 930,000 shares of the Issuer's common stock.

The Reporting Person has previously reported issuance of a warrant to Jewelcor Management, Inc. to purchase 147,059 shares of the Issuer's common stock, which warrant is currently exercisable.

|  |  |  |             |  |
|--|--|--|-------------|--|
|  |  |  |             |  |
|  |  | /s/ ARLENE C. FELDMAN  | May 2, 2003 |  |
| <p><b>** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.</b></p> <p>See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).</p> <p>Note: File three copies of this form, one of which must be manually signed.</p> <p>If space provided is insufficient, see Instruction 6 for procedure.</p> <p>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.</p> |  | <p><b>** Signature of Reporting Person</b></p> <p>Arlene C. Feldman<br/>Attorney-in-Fact for<br/><b>Seymour Holtzman</b></p> | Date        |  |