FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL |                      |  |  |  |  |  |  |  |  |  |
|--------------|----------------------|--|--|--|--|--|--|--|--|--|
| OMB Number:  | 3235-0287            |  |  |  |  |  |  |  |  |  |
| Expires:     | December 31,<br>2014 |  |  |  |  |  |  |  |  |  |

0.5

Estimated average burden

hours per response:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| . Name and Address of Reporting Person*  CHOPER JESSE H     |   |  |   |        |         | 2. Issuer Name <b>and</b> Ticker or Trading Symbol CASUAL MALE RETAIL GROUP INC |        |        |                                      |  |   |          |   |                      | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)                           |                                    |   |                            |  |  |  |
|---|---|--|---|--------|---------|---|--------|--------|--------------------------------------|--|---|----------|---|----------------------|---|------------------------------------|---|----------------------------|--|--|--|
|   |   |  |   |        |         | CMRG ]  |        |        |                                      |  |   |          |   |                      | X   | Direc                              |   |                            | 10% O  |  |  |
| (Last)  | (Fi   | rst) (                                     | Middle)   |        |         | 3. Date of Earliest Transaction (Month/Day/Year) 06/24/2003                     |        |        |                                      |  |   |          |   |                      |   | Officer (give title below)         |   |                            | Other (<br>below)  | (specify   |  |
| Street)   |   |  |   |        | 4. If   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                        |        |        |                                      |  |   |          |   |                      | 6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person |                                    |   |                            |  |  |  |
| (City)  | (St   | ate) (                                     | Zip)  |        |         |   |        |        |                                      |  |   |          |   |                      |   | Form                               | Form filed by One Reporting Person<br>Form filed by More than One Reporting<br>Person                                   |                            |  |  |  |
|   |   | Tabl                                       | e I - Non   | -Deriv | ative   | Sec   | uritie | s Ac   | quired,                              | Dis  | posed o                                   | f, or    | Bene  | eficia               | ally (  | Owne                               | ed  |                            |  |  |  |
| . Title of Security (Instr. 3)  2. Transar Date (Month/Date |   |  |   |        | ar)   E | A. Deemed<br>Execution Date,<br>f any<br>Month/Day/Year)                        |        | Code ( | Transaction Disposed Code (Instr. 5) |  | ities Acquired (A)<br>d Of (D) (Instr. 3, |          |   | 4 and Secu<br>Bene   |   | cially<br>I Following              | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)   |                            | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)        |  |  |
|   |   |  |   |        |         |   |        |        |                                      | v  | Amount                                    | ()<br>(I | A) or<br>D)   | Price                | .   | Transaction(s)<br>(Instr. 3 and 4) |   |                            |  | (1130.4)   |  |
| Common Stock, \$.01 par value 06/24/                        |   |  |   |        | 4/2003  | /2003   |        |        | J <sup>(1)</sup>                     |  | 93  |          | A   | 5.35                 |   | 48,477(2)                          |   |                            | D  |  |  |
|   |   | Та   | ible II - D                                       |        |         |   |        |        |                                      |  | sed of,<br>onvertib                       |          |   |                      | y Ov  | vned                               |   |                            |  |  |  |
| . Title of<br>Derivative<br>Security<br>Instr. 3)           | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution I<br>if any<br>(Month/Day | Date,  |         | Transaction<br>Code (Instr.   |        |        |                                      | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |   |          | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr.<br>and 4) |                      |   | ice of<br>vative<br>rity<br>r. 5)  | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 4) | O<br>Fo<br>Di<br>or<br>(I) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|   |   |  |   |        | Code    | v   | (A)    | (D)    | Date<br>Exercisal                    |  | Expiration<br>Date                        | Title    | or  | ount<br>nber<br>ires |   |                                    |   |                            |  |  |  |

## **Explanation of Responses:**

- 1. Shares issued in lieu of certain director's fees for participation in meetings of the Board of Directors and certain of its committees.
- 2. Reporting Person has previously reported grants of options to purchase an aggregate of 60,000 shares of the Issuer's common stock.

Arlene C. Feldman, Attorneyin-Fact for Jesse Choper 06/26/2003

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.