

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>HOLTZMAN SEYMOUR</u>  (Last) (First) (Middle)  (Street)  (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 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2003</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (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 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			
Common Stock, \$.01 par value	07/01/2003		A		12,820	A	3.9 <sup>(1)</sup>	3,896,914	I <sup>(2)(3)</sup>	By Jewelcor Management, Inc.

**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	Amount or Number of Shares				
Employee Stock Option (right to buy)	5.01	07/01/2003		A		200,000		07/01/2003 <sup>(4)</sup>	07/01/2013	Common Stock	200,000	\$0	200,000 <sup>(7)</sup>	D	
Warrants (right to buy)	4.76 <sup>(5)</sup>	07/02/2003		A		60,000		07/02/2003	07/02/2010	Common Stock	60,000	\$0	60,000 <sup>(6)</sup>	I <sup>(2)</sup>	By Jewelcor Management, Inc.

**Explanation of Responses:**

- In connection with a certain consulting agreement with the Issuer, as extended, Jewelcor Management, Inc., of which the Reporting Person is an indirect controlling shareholder, received additional compensation of \$50,000 payable in 12,820 shares of the Issuer's common stock, based on the \$3.90 closing price of the common stock on April 28, 2003.
- 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 direct beneficial ownership of 12,765 shares of the Issuer's common stock.
- 66,667 shares are currently exercisable and 66,666 shares will become exercisable on each of July 1, 2004 and July 1, 2005.
- 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 July 1, 2003.
- 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.
- The Reporting Person has previously reported grants of options to purchase an aggregate of 930,000 shares of the Issuer's common stock.

Arlene C. Feldman, Attorney-in-Fact for Seymour Holtzman 07/03/2003

\*\* 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.