

PROSPECTUS SUPPLEMENT NO. 3  
TO PROSPECTUS DATED APRIL 21, 2004

CASUAL MALE RETAIL GROUP, INC.

\$100,000,000 Principal Amount of  
5% Convertible Subordinated Notes Due 2024  
and

Shares of Common Stock Issuable Upon Conversion of the Notes  
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This prospectus supplement relates to the resale by the selling securityholders (including their transferees, pledgees or donees or their successors) of up to \$100 million aggregate principal amount of 5% Convertible Subordinated Notes due 2024 issued by Casual Male Retail Group, Inc. and the shares of common stock issuable upon conversion of the notes.

This prospectus supplement should be read in conjunction with the prospectus dated April 21, 2004, which is to be delivered with this prospectus supplement, and this prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supercedes the information contained in the prospectus. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus, including any amendments or supplements to it.

Investing in the notes or the common stock offered by the prospectus involves risks that are described in the "Risk Factors" section beginning on page 8 of the prospectus.

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Neither the Securities and Exchange Commission, any state securities commission nor any other regulatory body has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

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The date of this prospectus supplement is July 7, 2004.

The information in the table appearing under the heading "Selling Securityholders" beginning on page 46 of the prospectus is amended by adding the information below with respect to persons not previously listed in the prospectus, and by superceding the information with respect to persons listed in the prospectus that are listed below.

The following table sets forth certain information as of June 29, 2004, except where otherwise noted, concerning the principal amount of notes beneficially owned by each selling securityholder and the number of shares of common stock that may be offered from time to time by each selling securityholder under this prospectus. The information is based on information provided by or on behalf of the selling securityholders. The number of shares of common stock issuable upon conversion of the notes shown in the table below assumes conversion of the full amount of notes held by each holder at an initial conversion price of \$10.65 per share. This conversion price is subject to adjustments in certain circumstances. Because the selling securityholders may offer all or some portion of the notes or the common stock issuable upon conversion of the notes, we have assumed for purposes of the table below that the named selling securityholders will sell all of the notes or convert all of the notes and sell all of the common stock issuable upon conversion of the notes offered by this prospectus. In addition, the selling securityholders identified below may have sold, transferred or otherwise disposed of all or a portion of their notes since the date on which they provided the information regarding their notes in transactions exempt from the registration requirements of the Securities Act. Information about the selling securityholders may change over time. Any changed information given to us by the selling securityholders will be set forth in prospectus supplements if and when necessary.

Name*	Aggregate Principal Amount of Notes Beneficially Owned and Offered	Percentage of Notes Outstanding **	Shares of Common Stock Issuable Upon Conversion of the Notes ***	Other Shares of Common Stock Beneficially Owned Before the Offering and Assumed to be Owned Following the Offering	Percentage of Common Stock Outstanding ****
DBAG London	7,765,000(1)	7.8%	729,736	None	2.1%
HFR CA Select Fund	1,300,000(2)	-	122,070	None	-
Newport Alternative Income Fund	1,206,000(3)	-	113,243	None	-
San Diego County Employee Retirement Association	3,000,000(4)	3%	281,700	None	-
Silvercreek II Limited	3,253,000(5)	3.3%	305,457	None	-
Silvercreek Limited Partnership	5,302,000(6)	5.3%	497,858	None	1.4%
Zazove Income Fund, L.P.	1,650,000(7)	-	154,935	None	-

- (1) Dan Azzi exercises voting and investment power over such securities on behalf of DBAG London. DBAG London is affiliated with Deutsche Bank Securities Inc., a registered broker-dealer.
- (2) Zazove Associates, LLC is the investment advisor for HFR CA Select Fund with respect to the securities listed on the table. Gene T. Prelli exercises investment and voting control on behalf of Zazove Associates, LLC.
- (3) Silvercreek Management Inc. is the investment advisor for Newport Alternative Income Fund with respect to the securities listed on the table. Louise Morwick and Bryn Joynt, respectively President and Vice President of Silvercreek Management Inc., exercise voting and investment power of such securities.
- (4) Zazove Associates, LLC is the investment advisor for San Diego County Employee Retirement Association with respect to the securities listed on the table. Gene T. Prelli exercises voting and investment power over such securities.
- (5) Silvercreek Management Inc. is the investment advisor for Silvercreek II Limited with respect to the securities listed on the table. Louise Morwick and Bryn Joynt, respectively President and Vice President of Silvercreek Management Inc., exercise voting and investment power of such securities.
- (6) Silvercreek Management Inc. is the investment advisor for Silvercreek Limited Partnership with respect to the securities listed on the table. Louise Morwick and Bryn Joynt, respectively President and Vice President of Silvercreek Management Inc., exercise voting and investment power of such securities.
- (7) Zazove Associates LLC is the general partner of Zazove Income Fund, L.P. with respect to the securities listed on the table. Gene T. Prelli exercises investment and voting control on behalf of Zazove Associates, LLC.

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\* Other selling securityholders may be identified at a later date.

Certain selling securityholders are, or are affiliates of, registered broker-dealers. These selling securityholders have represented that they acquired their securities in the ordinary course of business and, at the time of the acquisition of the securities, had no agreements or understandings, directly or indirectly, with any person to distribute the securities. To the extent that we become aware that any such selling securityholders did not acquire its securities in the ordinary course of business or did have such an agreement or understanding, we will file a post-effective amendment to registration statement of which this prospectus is a part to designate such person as an "underwriter" within the meaning of the Securities Act of 1933.

\*\* Unless otherwise noted, none of these selling securityholders would beneficially own 1% or more of the outstanding Notes.

\*\*\* Assumes conversion of all of the holder's notes at our initial conversion rate of approximately 93.90 shares of common stock per 1,000 principal amount of the notes. This conversion rate is subject to adjustment as described under "Description of Notes--Conversion." As a result, the number of shares of common stock issuable upon conversion of the notes may change in the future. Excludes shares of common stock that may be issued by us upon the repurchase of the notes and fractional shares. Holders will receive a cash adjustment for any fractional share amount resulting from conversion of the notes, as described under "Description of Notes--Conversion."

\*\*\*\* Based on the 35,073,153 outstanding shares of CMRG as of January 31, 2004, none of these selling securityholders would beneficially own 1% or more of the outstanding shares following the sale of securities in the offering.