# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### SCHEDULE 13D/A

#### (Amendment No. 54)

Under the Securities Exchange Act of 1934

Casual Male Retail Group, Inc. (Name of Issuer)

<u>Common Stock</u> (Title of Class of Securities)

> 25057L102 (CUSIP Number)

Seymour Holtzman c/o Jewelcor Companies 100 N. Wilkes Barre Blvd. Wilkes-Barre, Pennsylvania 18702 <u>(570) 822-6277</u> (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

<u>May 22, 2006</u> (Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f), or 240.13d-1(g), check the following box: o

1)	NAME OF REPO	RTING PERSO	DN		
	S.S. OR I.R.S. IDE	ENTIFICATION	NO. OF ABOVE PERSON		
	Jewelcor M	Aanagement, Inc		23-2331	228
2)	CHECK THE AP	PROPRIATE B	OX IF A MEMBER OF A GROUP (b) x	(a)	0
3)	SEC USE ONLY				
4)	SOURCE OF FU	NDS	NA		
5)	CHECK BOX IF	DISCLOSURE	OF LEGAL PROCEEDINGS IS RE	QUIRED PUR	SUANT TO ITEMS 2(d) OR
2(e)	0				
6)		<b>R PLACE OF (</b> levada	DRGANIZATION		
		7)	SOLE VOTING POWER		
NUM	BER OF		147,059(1)		
SHAF	RES				
	EFICIALLY	8	3) SHARED VOTING POWER	1	
OWN	ED BY		0		
EACI	H				
REPO	ORTING	9)	SOLE DISPOSITIVE POWER		
PERS WITH			147,059(1)		
		10)	SHARED DISPOSITIVE POWER 0		
11)	AGGREGATE A	MOUNT BEN	EFICIALLY OWNED BY EACH RE 147,059(1)	PORTING PE	RSON
12)	CHECK BOX II	THE AGGRE	GATE AMOUNT IN ROW (11) EXC	LUDES CERT	AIN SHARES
13)	PERCENT OF (	CLASS REPRES	SENTED BY AMOUNT IN ROW (11 0.42%	)	
14)	TYPE OF REPO	ORTING PERSO			
			CO		

(1) Represents warrants to purchase an aggregate of 147,059 shares of Common Stock, all of which are immediately exercisable.

0

<u>CUSIP No. 25057L102</u>
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1)	NAME OF REPO S.S. OR I.R.S. IDE Seymour H	NTIFICATION NO. OF ABOVE PERSON	
2)	CHECK THE API	PROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) x	
3)	SEC USE ONLY		
4)	SOURCE OF FUN	IDS PF	
5)	CHECK BOX IF I	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	0
6)		R PLACE OF ORGANIZATION nited States of America	
NUME	BER OF ES	7) SOLE VOTING POWER 5,873,038(1)	
BENE OWNI EACH		<ul> <li>8) SHARED VOTING POWER</li> <li>0</li> </ul>	
	RTING ON	9) <b>SOLE DISPOSITIVE POWER</b> 5,873,038(1)	
		10) SHARED DISPOSITIVE POWER 0	
11)	AGGREGATE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,873,038(1) — See Item 5	
12)	CHECK BOX IF	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0	
13)	PERCENT OF C	LASS REPRESENTED BY AMOUNT IN ROW (11) 16.76%	
14)	TYPE OF REPO	RTING PERSON IN	

(1) Includes options to purchase an aggregate of 1,690,000 shares of Common Stock and warrants to purchase an aggregate of 80,000 shares of Common Stock, all of which are immediately exercisable and are directly beneficially owned by Mr. Holtzman. Also includes immediately exercisable warrants to purchase an aggregate of 147,059 shares of Common Stock, which are indirectly beneficially owned by Mr. Holtzman. Excludes options to purchase an aggregate of 160,000 shares of Common Stock, 53,333 of which become exercisable on April 24, 2007, 53,333 of which become exercisable on April 24, 2008 and 53,334 of which become exercisable on April 24, 2009.

1)		ORTING PERSON			
	S.S. OR I.R.S. ID Evelyn H	ENTIFICATION NO. O	F ABOVE PERSON		
2)		PPROPRIATE BOX IF A	A MEMBER OF A GROUP b) x	(a)	0
3)	SEC USE ONLY				
4)	SOURCE OF FU	NDS NA			
5) <b>2(e)</b>	CHECK BOX IF		GAL PROCEEDINGS IS REQU	UIRED PU	RSUANT TO ITEMS 2(d) OR
6)		<b>DR PLACE OF ORGAN</b> Jnited States of America	ZATION		
		7) SOLE V	OTING POWER		
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	EFICIALLY	,	HARED VOTING POWER		
	ED BY	0			
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	-	10) SHAR 0	ED DISPOSITIVE POWER		
11)	AGGREGATE .		LLY OWNED BY EACH REPO 0 — See Item 5	ORTING P	ERSON
12)	CHECK BOX I	F THE AGGREGATE A	MOUNT IN ROW (11) EXCL	UDES CER	TAIN SHARES
13)	PERCENT OF		<b>D BY AMOUNT IN ROW (11)</b> 0%		
14)	TYPE OF REP	ORTING PERSON	IN		
14)	TYPE OF REP		IN		

0

1)		ORTING PERSON	
	S.S. OR I.R.S. IDE S.H. Holdi	ENTIFICATION NO. OF ABOVE PERSON lings, Inc. 23-2512788	
2)	CHECK THE AP	PPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) x	
3)	SEC USE ONLY		
4)	SOURCE OF FU	NDS NA	
5)	CHECK BOX IF	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	0
6)		DR PLACE OF ORGANIZATION Delaware	
		7) SOLE VOTING POWER	
	BER OF	0	
SHAI	EFICIALLY	8) SHARED VOTING POWER	
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REPO	ORTING	9) SOLE DISPOSITIVE POWER	
PERS	SON	0	
WITH	H		
		10) SHARED DISPOSITIVE POWER 0	
11)	AGGREGATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 — See Item 5	
12)	CHECK BOX IF	F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0	
13)	PERCENT OF C	CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14)	TYPE OF REPO	ORTING PERSON CO	

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OR I.R.S. IDENTIFICAT Jewelcor Incorporated HECK THE APPROPRIAT C USE ONLY DURCE OF FUNDS HECK BOX IF DISCLOSU TIZENSHIP OR PLACE ( Pennsylvania 7) DF	E BOX IF A (I NA RE OF LEG DF ORGANI	A MEMBER OF A b) x GAL PROCEEDIN ZATION	24-0858676 GROUP	- (a)   PURSUANT T 	0 TO ITEMS 2(d) OR 2(e)
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C USE ONLY DURCE OF FUNDS HECK BOX IF DISCLOSU TIZENSHIP OR PLACE ( Pennsylvania 7)	NA RE OF LEG DF ORGANI	b) x GAL PROCEEDIN ZATION		_	
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HECK BOX IF DISCLOSU TIZENSHIP OR PLACE ( Pennsylvania 7)	RE OF LEG DF ORGANI SOLE V	ZATION	IGS IS REQUIRED F	_ pursuant t _	TO ITEMS 2(d) OR 2(e)
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IG	9) 9	SOLE DISPOSITI	<b>VE POWER</b>		
	0				
10)			/E POWER		
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ERCENT OF CLASS REP			NROW (11)	_	
YPE OF REPORTING PE	RSON				
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	Y IG (10) GGREGATE AMOUNT B HECK BOX IF THE AGG ERCENT OF CLASS REP	Y 0 IG 9) 9 0 10) SHAT GGREGATE AMOUNT BENEFICIAL HECK BOX IF THE AGGREGATE A ERCENT OF CLASS REPRESENTED YPE OF REPORTING PERSON	Y 0 IG 9) SOLE DISPOSITI 0 10) SHARED DISPOSITIN 0 GGREGATE AMOUNT BENEFICIALLY OWNED BY 0 — See Item 5 HECK BOX IF THE AGGREGATE AMOUNT IN ROW ERCENT OF CLASS REPRESENTED BY AMOUNT IN 0%	Y 0 IG 9) SOLE DISPOSITIVE POWER 0 10) SHARED DISPOSITIVE POWER 0 GGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING 0 — See Item 5 HECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CI ERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% YPE OF REPORTING PERSON	Y       0         IG       9)       SOLE DISPOSITIVE POWER         0       0         10)       SHARED DISPOSITIVE POWER         0       0         GGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         0

This Amendment No. 54 amends and supplements the Schedule 13D, dated November 27, 1998, as amended to date (the "Schedule 13D"), originally filed with the Securities and Exchange Commission by Jewelcor Management, Inc. ("JMI") and others with respect to the common stock, \$.01 par value (the "Common Stock"), of Casual Male Retail Group, Inc., a Delaware corporation (the "Company"). The address of the principal business and principal offices of the Company is 555 Turnpike Street, Canton, Massachusetts 02021.

#### Item 3 of the Schedule 13D, "Source and Amount of Funds or Other Consideration," is amended and supplemented by adding the following:

On May 23, 2006, Mr. Holtzman acquired direct beneficial ownership of immediately exercisable warrants to purchase 80,000 shares of Common Stock previously reported as indirectly beneficially owned by Mr. Holtzman through JMI, an entity of which he is controlling shareholder; such shares were previously reported as directly beneficially owned by JMI. Mr. Holtzman delivered a promissory note to JMI for \$487,400 (or an average of approximately \$6.09 per warrant), representing personal funds.

On January 27, 2006, options to purchase 160,000 shares of Common Stock owned by Mr. Holtzman became immediately exercisable. These options were previously reported to vest in three equal installments on the successive anniversaries of the May 9, 2005 grant date. The shares underlying these options were previously disclosed in Amendment No. 53 as being beneficially owned by Mr. Holtzman.

On May 22, 2006, the Company advised JMI that it was increasing JMI's annual compensation under JMI's consulting agreement with the Company to \$527,000 from \$412,000, effective May 1, 2006. The Company also paid a bonus of \$345,000 to Mr. Holtzman based on the Company's 2005 performance.

The Company also granted to Mr. Holtzman options to purchase 160,000 shares of Common Stock, 53,333 of which become exercisable on April 24, 2007, 53,333 of which become exercisable on April 24, 2008 and 53,334 of which become exercisable on April 24, 2009.

### Item 5(a)-(c) of the Schedule 13D, "Interest in Securities of the Issuer," is amended and supplemented as follows:

As of May 25, 2006, the Reporting Entities included in this filing beneficially own an aggregate of 5,873,038 shares of Common Stock, representing approximately 16.76% of the outstanding shares of Common Stock based upon the 35,038,632 shares of Common Stock outstanding as of March 29, 2006 as reported by the Company in its Form 10-K filed on March 31, 2006.

As of May 25, 2006, Seymour Holtzman may be deemed to beneficially own 5,873,038 shares of Common Stock, representing an aggregate of approximately 16.76% of the outstanding shares of Common Stock. Such amount includes options to purchase an aggregate of 1,690,000 shares of Common Stock and warrants to purchase an aggregate of 80,000 shares of

Common Stock, all of which are immediately exercisable and are directly beneficially owned by Mr. Holtzman. The 5,873,038 shares of Common Stock also includes currently exercisable warrants to purchase an aggregate of 147,059 shares of Common Stock, which are indirectly beneficially owned by Mr. Holtzman through JMI, an entity of which Mr. Holtzman is controlling shareholder. Mr. Holtzman's relationship with JMI is further described in Item 2 of the Schedule 13D.

As of May 25, 2006, JMI beneficially owned an aggregate of 147,059 shares of Common Stock, representing approximately 0.42% of the outstanding shares of Common Stock. JMI has sole voting and dispositive power over the shares of Common Stock beneficially owned by it.

All transactions effected during the 60 days preceding the date of this filing are disclosed herein.

# **SIGNATURES**

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certify that the information set forth in this Statement is true, complete and correct.

Dated: May 25, 2006

## JEWELCOR MANAGEMENT, INC.

By:<u>/s/ Seymour Holtzman</u> Name: Seymour Holtzman Title: President

JEWELCOR INCORPORATED

By: <u>/s/ Seymour Holtzman</u> Name: Seymour Holtzman Title: President

S.H. HOLDINGS, INC.

By: <u>/s/ Seymour Holtzman</u> Name: Seymour Holtzman Title: President

<u>/s/ Seymour Holtzman</u> Seymour Holtzman

<u>/s/ Evelyn Holtzman</u> Evelyn Holtzman