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

SCHEDULE 13D (AMENDMENT NO. 46)*

Under the Securities Exchange Act of 1934

CASUAL MALE RETAIL GROUP, INC. (formerly known as DESIGNS, INC.)
(Name of Issuer)

Common Stock (Title of Class of Securities)

> 25057L102 (CUSIP Number)

Seymour Holtzman c/o Jewelcor Companies 100 N. Wilkes-Barre Blvd. Wilkes-Barre, Pennsylvania 18702 (570) 822-6277

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 9, 2004 (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 subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) or (4), check the following box.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 25057L102

1 NAME OF REPORTING PERSON SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Seymour Holtzman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)x

- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*

NA

- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2 (e)
- CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

7 SOLE VOTING POWER
4,933,405
NUMBER OF 8 SHARED VOTING POWER
SHARES - 0 -

SHARES BENEFICIALLY

OWNED BY 9 SOLE DISPOSITIVE POWER

EACH 4,933,405

REPORTING

PERSON WITH 10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,933,405 SEE ITEM 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[X]

- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.4%
- 14 TYPE OF REPORTING PERSON*

ΙN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 25057L102

1 NAME OF REPORTING PERSON SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Evelyn Holtzman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)x

3 SEC USE ONLY

4 SOURCE OF FUNDS*

NA

- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2 (e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

7 SOLE VOTING POWER

- 0 -

NUMBER OF 8 SHARED VOTING POWER

SHARES - 0 ·

BENEFICIALLY

OWNED BY 9 SOLE DISPOSITIVE POWER

EACH - 0 -

REPORTING

PERSON WITH 10 SHARED DISPOSITIVE POWER

- 0 -

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 - 0 SEE ITEM 5
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[X]

- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%
- 14 TYPE OF REPORTING PERSON*

ΙN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

NAME OF REPORTING PERSON SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Jewelcor Management, Inc. Federal Identification No. 23-2331228 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)x 3 SEC USE ONLY SOURCE OF FUNDS* 4 NA CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2 (e) CITIZENSHIP OR PLACE OF ORGANIZATION 6 U.S. Nevada SOLE VOTING POWER 4,123,973 NUMBER OF SHARED VOTING POWER **SHARES** BENEFICIALLY SOLE DISPOSITIVE POWER OWNED BY **EACH** 4,123,973 REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER - 0 -11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,123,973 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 12.1% TYPE OF REPORTING PERSON* 14 CO *SEE INSTRUCTIONS BEFORE FILLING OUT! SCHEDULE 13D CUSIP No. 25057L102 NAME OF REPORTING PERSON SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON S.H. Holdings, Inc. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* 2 (a) (b)xSEC USE ONLY 3 SOURCE OF FUNDS* NA CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2 (e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Delaware

SOLE VOTING POWER

- 0 -

SHARES BENEFICIALLY 9 SOLE DISPOSITIVE POWER OWNED BY **EACH** - 0 -REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 - 0 - SEE ITEM 5 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 12 [X] 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% TYPE OF REPORTING PERSON* 14 CO *SEE INSTRUCTIONS BEFORE FILLING OUT! SCHEDULE 13D CUSIP No. 25057L102 NAME OF REPORTING PERSON SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Jewelcor Inc. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)x SEC USE ONLY 3 4 SOURCE OF FUNDS* NA CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED 5 PURSUANT TO ITEMS 2(d) or 2 (e) CITIZENSHIP OR PLACE OF ORGANIZATION 6 U.S. Pennsylvania 7 SOLE VOTING POWER - 0 -NUMBER OF SHARED VOTING POWER SHARES BENEFICIALLY SOLE DISPOSITIVE POWER OWNED BY **EACH** - 0 -REPORTING SHARED DISPOSITIVE POWER PERSON WITH 10 - 0 -11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 - SEE ITEM 5 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 12 [X] 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% TYPE OF REPORTING PERSON* 14 CO *SEE INSTRUCTIONS BEFORE FILLING OUT!

SHARED VOTING POWER

NUMBER OF

Item 1. Security and Issuer.

This amendment to the previously filed Statement on Schedule 13D, as amended ("Schedule 13D"), relates to the common stock (the "Common Stock") of Casual Male Retail Group, Inc., formerly known as Designs, Inc. (the "Company"). The principal executive offices of the Company are now located at 555 Turnpike Street, Canton, Massachusetts 02021.

Item 4. Purpose of Transaction

Item 4 is hereby supplementally amended as follows:
On June 9, 2004, JMI and Deutsche Bank Alex. Brown ("DB") entered into (and then amended) a pre-arranged stock trading plan pursuant to Rule 10b5-1 under the Exchange Act.

Pursuant to, but subject to the terms and conditions of, this plan, DB will sell 150,000 shares of common stock of Casual Male Retail Group, Inc. owned by JMI on, or within 30 days after, a specified day of each month, over a six month period, beginning August 10, 2004. The plan terminates on February 9, 2005 unless terminated earlier in accordance with its terms.

Jewelcor entered into the plan primarily for estate and tax planning purposes and also to avail itself of the benefits of Rule 10b5-1 under the Exchange Act.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby supplementally amended as follows:

On September 25, 2003 JMI acquired \$500,000 principal amount of the Company's 12% senior subordinated notes due 2010 in a private placement transaction. Together with these notes, issued net of commission for an aggregate price of \$482,500, the Company also issued to JMI, detachable warrants to purchase 20,000 shares of Common stock at an exercise price of \$6.83 per share, the average of the closing prices of the Common Stock on the Nasdaq National Market for the period of 30 trading days ending September 24, 2003.

JMI's reported ownership of 4,123,973 shares includes warrants to purchase 147,059 shares of Common Stock at an exercise price of \$8.50 per share that were issued on May 24, 2002 and previously reported in Amendment 41 but were not previously included in JMI's reported ownership.

Seymour Holtzman's ownership includes option grants that were previously reported and have vested since amendment 45, or will vest within 60 days of this filing, including: 200,000 options granted on October 16, 2002 and vested on October 16, 2003, 66,667 options granted on May 1, 2002 and vested on May 1, 2004, 100,000 options granted on May 25, 2001 and vested on May 25, 2004, and 66,666 options granted on July 1, 2003 that are scheduled to vest on July 1, 2004.

As of June 22, 2004, JMI beneficially owns an aggregate of 4,123,973 shares of Common Stock. Based upon the Company's Form 10-Q filed on June 10, 2004, which indicates that there are 34,196,813 shares of Common Stock outstanding, JMI beneficially owns approximately 12.1% of said outstanding shares.

As of June 22 2004, the Reporting Persons beneficially own an aggregate of 4,933,405 shares of Common Stock which, based on 34,196,813 shares of Common Stock outstanding, represents approximately 14.4% of said outstanding shares.

The responses of the Reporting Persons to Items (7) through (11) of the cover pages to this Schedule 13D relating to the beneficial ownership of shares of Common Stock of the Company are incorporated herein by reference.

Information with respect to each of the Reporting Persons is given solely by such Reporting Person and no Reporting Person shall

have responsibility for the accuracy or completeness of information supplied by another Reporting Person.

The Reporting Persons are filing this Schedule 13D because such Reporting Persons may be deemed to be members of a group for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Each Reporting Person disclaims beneficial ownership of any Common Stock beneficially owned by any other Reporting Person, except that Mr. Holtzman acknowledges beneficial ownership of the Common Stock owned by JMI.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6. is hereby supplementally amended as follows: See Item 4.

Item 7. Material to Be Filed as Exhibits

The following documents are filed as exhibits hereto:

Ehxhibit 1. Advanced Instruction to Sell Common Stock dated June 9, 2004 made by Jewelcor Management, Inc. and accepted by Deutsche Bank Alex. Brown.

Exhibit 2. Amendment Agreement dated June 9, 2004 between Jewelcor Management, Inc. and Deutsche Bank Alex. Brown

SIGNATURES

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

Dated: June 22, 2004

/s/ Seymour Holtzman Seymour Holtzman

/s/ Evelyn Holtzman Evelyn Holtzman

JEWELCOR MANAGEMENT, INC.

By: /s/ Seymour Holtzman Name: Seymour Holtzman

Title: President

JEWELCOR INC.

By: /s/ Seymour Holtzman Name: Seymour Holtzman

Title: President

S.H. HOLDINGS, INC.

By: /s/ Seymour Holtzman Name: Seymour Holtzman

Title: President

Advanced Instruction to Sell Common Stock To: Deutsche Bank Alex. Brown

A Division of Deutsche Bank Securities Inc.

Account Number: _______ The undersigned, Jewelcor Management, Inc. ("JMI"), is a holder of shares of the common stock ("Common Stock") of Casual Male Retail Group, Inc. (the "Company"). JMI would like to periodically sell Company shares for tax and estate planning purposes. JMI also wishes to take advantage of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, which provides for an affirmative defense from insider trading liability for purchases and sales effected pursuant to a contract, instruction or plan entered into when a person is not aware of any material nonpublic information. This instruction ("Instruction") is intended to constitute a "written plan for trading securities" within the meaning of Rule 10b5-1.

JMI hereby instructs Deutsche Bank Securities Inc. (referred to herein as "Deutsche Bank Alex. Brown" or "you") to sell 900,000 shares of Common Stock pursuant to the specific instructions set forth in Schedule I attached hereto, which constitutes an integral part of this Instruction.

You are authorized to make deliveries of securities and payment of moneys in accordance with your normal practice. All shares to be sold shall have been previously deposited into JMI's account, and you shall not be required to follow this Instruction if shares are not present in JMI's account prior to the dates on which sales shall occur. The share amount listed above shall be increased or decreased to reflect stock splits should they occur. JMI understands that JMI shall be responsible to arrange for any filings that may be required under applicable law (e.g., Form 144, Schedule 13D, and Forms 4 and 5), and that JMI may be subject to the short swing profit rules contained in Section 16 of the Securities Exchange Act of 1934. In this connection, JMI understands that upon JMI's request, you will assist JMI in making advance arrangements regarding the filing of Forms 144.

All sales shall be effected in your normal fashion in accordance with your terms and conditions for JMI's account and risk. You may act as principal in any transaction hereunder. Subject to the provisions of Schedule I hereto, you shall sell the shares of Common Stock under ordinary principles of best execution at the then-prevailing market price. JMI understands that you may not be able to make all of the sales contemplated under this Instruction due to a market disruption or a legal, regulatory or contractual restriction applicable to you or any other event or circumstance. JMI further understands that even in the absence of such a circumstance, you may be unable to make sales consistent with ordinary principles of best execution due to insufficient volume of trading or other market factors in effect on the date of a sale. JMI hereby ratifies and confirms any and all transactions with you in accordance with this Instruction. JMI also agrees to indemnify and hold Deutsche Bank Alex. Brown harmless from and to pay Deutsche Bank Alex. Brown promptly on demand any and all losses arising from its reasonable interpretation and performance of this Instruction.

You will cease making sales under this Instruction as soon as practicable following receipt of written notice from the Company, confirmed by telephone, that the Company has entered into a transaction that results in JMI being subject to trading restrictions. You shall resume making sales in accordance with this Instruction as soon as practicable after you receive written notice from the Company of the cessation or termination of any such trading restriction. Any sales not made as a result of the imposition of any trading restriction shall be sold in the next following selling period.

While this Instruction is in effect JMI will not, until sales hereunder end in accordance with terms of Schedule I, enter into or alter any corresponding or hedging transaction or position with respect to the Common Stock (including any securities convertible or exchangeable into Common Stock). JMI agrees that until this Instruction has been terminated or sales hereunder have ended in accordance with Schedule I, JMI will not enter into a binding contract with respect to the purchase or sale of Common Stock with another broker, dealer or financial institution, instruct any broker, dealer or financial institution to purchase or sell Common Stock or adopt a trading plan with respect to Common Stock other than this Instruction.

JMI represents and warrants that JMI is not presently aware of any material nonpublic information regarding the Company or its securities and that JMI is currently able to sell Common Stock under the Company's insider trading policies and covenants that JMI will not discuss or otherwise disclose material nonpublic information to its investment representative or any other of your personnel responsible for carrying out this Instruction. JMI has obtained the approval of the Company's counsel to enter into this Instruction.

Except as provided in the following paragraph, this Instruction may be modified or amended only by a writing signed by the parties hereto. Any modification or amendment of this Instruction may only occur at a time when JMI is not aware of material nonpublic information concerning the Company or its securities and JMI is otherwise permitted to make sales under the Company's insider trading policies.

This Instruction shall not be effective until Deutsche Bank Alex. Brown confirms its acceptance in writing by signing below. It shall remain in full force and effect until revoked or modified by JMI in writing. Deutsche Bank Alex. Brown may decline to act hereunder upon reasonable notice. JMI hereby irrevocably authorizes you to accept any instruction from the Company to cease or suspend sales hereunder.

Jewelcor Management, Inc.

By /S /Seymour Holtzman Seymour Holtzman Chairman and Chief Executive Officer Dated: June 9, 2004

Accepted Deutsche Bank Alex. Brown

/S/

Branch Manager Dated: June 9, 2004

Schedule I

1. Starting on May 10, 2004, sell: 150,000 shares on the 10th day of every month (or if such date is not a day on which shares of Common Stock trade regular way on the NASDAO

day on which shares of Common Stock trade regular way on the NASDAQ National Market ("NASDAQ") then on the first trading day thereafter) through and including October 11, 2004, or within 30 days after each such date, from time to time at such times and on such terms as you may determine.

- 2. Sales shall end on the earliest of:
- a. November 9, 2004
- b. the completion of all sales contemplated in paragraph 1 above
- c. the reasonable determination by JMI that:
- (i) this Instruction does not comply with Rule 10b5-1 or other applicable securities laws (including without limitation if at any time any trade contemplated hereunder would result in a violation or adverse consequence under Section 16 of the Securities Exchange Act of 1934, as amended, or Rule 144 under the Securities Act of 1933, as amended; or
- (ii) you or JMI has not complied with the Instruction, Rule 10b5-1 or other applicable securities laws
- d. the filing of a bankruptcy petition by the Company
- e. the public announcement of a merger, recapitalization, acquisition, tender or exchange offer, or other business combination or reorganization potentially resulting in the exchange or conversion of the shares of the Company into shares of a company other than the Company
- f. the public announcement of a public offering of securities by the Company
- g. the conversion of the shares into rights to receive fixed amounts of cash or into debt securities and/or preferred stock (whether in whole or in part)
- h. receipt by you of written notice of the death, disability or mental incapacity of Seymour Holtzman

- i. receipt by you of written notice of the severance or retirement of Seymour Holtzman from his positions as an officer and director the Company
- j. receipt by you of written notice of termination from JMI.
- 3. You must suspend sales allocated under this Instruction, pursuant to paragraph 1 above, on a particular day for any of the following reasons:
- a. a day specified by the Instruction is not a day on which the shares trade regular way on the NASDAQ;
- b. trading of the shares on the NASDAQ is suspended for any reason;
- c. you cannot effect a sale of shares due to legal, regulatory or contractual restrictions applicable to you or to JMI; or
- d. if the shares are being sold pursuant to a registration statement, the termination, expiration, suspension or unavailability of such registration statement;

then you will resume sales in accordance with paragraph 1 above on the next day specified in this Instruction after the condition causing the suspension of sales has been resolved to the reasonable satisfaction of you and JMI. Shares allocated under this Instruction for sale during the period when sales under the Instruction are suspended will be sold as soon as possible once sales under the Instruction resume.

4. You will conduct sales pursuant to Rule 144 or Rule 145 if appropriate, including applying Rule 144 volume limitations as if the sales under the Instruction were the only sales subject to the volume limitations. Reasonable efforts should be made by you to transmit to JMI (by telephone and in writing) transaction information for sales by the close of business on the day of sale or, if not transmitted on such day, as soon as reasonably possible thereafter.

AMENDMENT AGREEMENT

Agreement, between Jewelcor Management, Inc. ("JMI") and Deutsche Bank Alex. Brown, a division of Deutsche Bank Securities Inc ("DB").

JMI has delivered to DB, and DB has accepted from JMI, an Advanced Instruction to Sell Common Stock constituting a "written plan for trading securities" within the meaning of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the "Plan").

JMI represents and warrants that JMI is not presently aware of any material nonpublic information regarding Casual Male Retail Group, Inc. or its securities and that JMI is currently able to sell Common Stock under Casual Male Retail Group, Inc.'s insider trading policies. DB represents and warrants that DB has not previously made any sales pursuant to the Plan.

JMI and DB hereby agree to revise Schedule I of the Plan to read in its entirety as set forth in Annex A hereto. Except as so modified, the Plan shall remain in full force and effect.

Jewelcor Management, Inc.
By /S/Seymour Holtzman
Seymour Holtzman
Chairman and Chief Executive Officer
Dated: June 9, 2004

Accepted Deutsche Bank Alex. Brown

/S/

Branch Manager Dated: June 9, 2004

ANNEX A Schedule I

1. Starting on August 10, 2004, sell: 150,000 shares on the 10th day of every month (or if such date is not a day on which shares of Common Stock trade regular way on the NASDAQ National Market ("NASDAQ") then on the first trading day thereafter) through and including January 10, 2005, or within 30 days after each such date, from time to time at such times and on such terms as you may determine.

- 2. Sales shall end on the earliest of:
- a. February 9, 2005
- b. the completion of all sales contemplated in paragraph 1 above
- c. the reasonable determination by JMI that:
- (i) this Instruction does not comply with Rule 10b5-1 or other applicable securities laws (including without limitation if at any time any trade contemplated hereunder would result in a violation or adverse consequence under Section 16 of the Securities Exchange Act of 1934, as amended, or Rule 144 under the Securities Act of 1933, as amended; or
- (ii) you or JMI has not complied with the Instruction, Rule 10b5-1 or other applicable securities laws
- d. the filing of a bankruptcy petition by the Company
- e. the public announcement of a merger, recapitalization, acquisition, tender or exchange offer, or other business combination or reorganization potentially resulting in the exchange or conversion of the shares of the Company into shares of a company other than the Company
- g. the conversion of the shares into rights to

receive fixed amounts of cash or into debt securities and/or preferred stock (whether in whole or in part)

- h. receipt by you of written notice of the death, disability or mental incapacity of Seymour Holtzman
- i. receipt by you of written notice of the severance or retirement of Seymour Holtzman from his positions as an officer and director the Company
- j. receipt by you of written notice of termination from ${\sf JMI.}$
- 3. You must suspend sales allocated under this Instruction, pursuant to paragraph 1 above, on a particular day for any of the following reasons:
- a. a day specified by the Instruction is not a day on which the shares trade regular way on the NASDAQ;
- trading of the shares on the NASDAQ is suspended for any reason;
- c. you cannot effect a sale of shares due to legal, regulatory or contractual restrictions applicable to you or to JMI; or
- d. if the shares are being sold pursuant to a registration statement, the termination, expiration, suspension or unavailability of such registration statement; then you will resume sales in accordance with paragraph 1 above on the next day specified in this Instruction after the condition causing the suspension of sales has been resolved to the reasonable satisfaction of you and JMI. Shares allocated under this Instruction for sale during the period when sales under the Instruction are suspended will be sold as soon as possible once sales under the Instruction resume.
- 4. You will conduct sales pursuant to Rule 144 or Rule 145 if appropriate, including applying Rule 144 volume limitations as if the sales under the Instruction were the only sales subject to the volume limitations.

Reasonable efforts should be made by you to transmit to JMI (by telephone and in writing) transaction information for sales by the close of business on the day of sale or, if not transmitted on such day, as soon as reasonably possible thereafter.