

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)

CASUAL MALE RETAIL GROUP INC.

-----  
(Name of Issuer)

COMMON STOCK

-----  
(Title of Class of Securities)

148711104

-----  
(CUSIP Number)

Check the following box if a fee is being paid with this statement [ ].  
(A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.)  
(See Rule 13d-7.)

Amendment No. 1 to Schedule 13G (continued)

CUSIP No. 148711104

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

Baron Capital Group, Inc.

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

(a) [ ]  
(b) [ ]

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

-----  
NUMBER OF 5 SOLE VOTING POWER  
SHARES  
BENEFICIALLY

-----  
OWNED BY 6 SHARED VOTING POWER  
EACH 2,257,353  
REPORTING

-----  
PERSON 7 SOLE DISPOSITIVE POWER  
WITH

-----  
8 SHARED DISPOSITIVE POWER  
2,257,353

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,257,353

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.2%

12 TYPE OF REPORTING PERSON\*

HC, CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Amendment No. 1 to Schedule 13G (continued)

CUSIP No. 148711104

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

BAMCO, Inc.

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

(a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER  
2,257,353

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER  
2,257,353

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,257,353

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.2%

12 TYPE OF REPORTING PERSON\*

IA, CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Amendment No. 1 to Schedule 13G (continued)

CUSIP No. 148711104

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

Baron Small Cap Fund

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

(a) [ ]

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER  
2,257,353

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER  
2,257,353

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,257,353

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.2%

12 TYPE OF REPORTING PERSON\*

HC, IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Amendment No. 1 to Schedule 13G (continued)

CUSIP No. 148711104

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

Ronald Baron

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

(a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER  
2,257,353

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER  
2,257,353

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,257,353

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.2%

12 TYPE OF REPORTING PERSON\*

HC, IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Item 1.

- (a) Name of Issuer:  
Casual Male Retail Group, Inc
- (b) Address of Issuer's Principal Executive Offices:  
555 Turnpike Street  
Canton, MA

Item 2.

- (a) Name of Persons Filing:  
Baron Capital Group, Inc. ("BCG")  
BAMCO, Inc. ("BAMCO")  
Baron Small Cap Fund ("BSC")  
Ronald Baron
- (b) Address of Principal Business Office:  
767 Fifth Avenue  
New York, NY 10153
- (c) Citizenship:  
BCG and BAMCO are New York corporations.  
BSC is a series of a Massachusetts business trust  
and Ronald Baron is a citizen of the United States.
- (d) Title of Class Securities:  
COMMON
- (e) CUSIP Number:  
148711104

Item 3. PERSONS FILING:

BCG and Ronald Baron are:

- (g) Parent holding companies, in accordance with  
Section 240.13d-1(b)(ii)(G)

BAMCO is:

- (e) Investment Advisers registered under Section 203 of  
the Investment Advisers Act of 1940

BSC is:

- (d) Investment Company registered under Section 8 of the  
Investment Company Act

All persons filing are:

- (h) Group, in accordance with Rule 13d-1(b)(1)(ii)(F)

Item 4. OWNERSHIP<sup>^</sup>

(a) Amount Beneficially Owned as of December 31, 2003:

BCG:	2,257,353 shares
BAMCO:	2,257,353 shares
BSC:	2,257,353 shares
Ronald Baron:	2,257,353 shares

(b) Percent of Class:

BCG:	6.2%
BAMCO:	6.2%
BSC:	6.2%
Ronald Baron:	6.2%

<sup>^</sup>BCG and Ronald Baron disclaim beneficial ownership of shares held by their controlled entities (or the investment advisory clients thereof) to the extent such shares are held by persons other than BCG and Ronald Baron. BAMCO disclaim beneficial ownership of shares held by their investment advisory clients to the extent such shares are held by persons other than BAMCO and their affiliates.

(c) Number of shares as to which such person has:

(i) sole power to vote or direct the vote:

BCG:	0
BAMCO:	0
BSC:	0
Ronald Baron:	0

(ii) shared power to vote or direct the vote:

BCG:	2,257,353
BAMCO:	2,257,353
BSC:	2,257,353
Ronald Baron:	2,257,353

(iii) sole power to dispose or to direct the disposition of:\*

BCG:	0
BAMCO:	0
BSC:	0
Ronald Baron:	0

(iv) shared power to dispose or direct the disposition of:\*

BCG:	2,257,353
BAMCO:	2,257,353
BSC:	2,257,353
Ronald Baron:	2,257,353

Item 5. OWNERSHIP OF 5% OR LESS OF A CLASS  
Not applicable.

Item 6. OWNERSHIP OF MORE THAN 5% ON BEHALF OF ANOTHER PERSON  
No Material Change

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

BAMCO is a subsidiary of BCG. BSC is an investment advisory client of BAMCO. Ronald Baron owns a controlling interest in BCG.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP  
See Item 3.

\* By virtue of investment advisory agreements with their respective clients, BAMCO has been given the discretion to dispose or the disposition of the securities in the advisory accounts. All such discretionary agreements, are however, revocable.



Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature

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

Date: February 13, 2004

Baron Capital Group, Inc.,  
BAMCO, Inc., Baron Small Cap Fund and  
Baron Capital Management, Inc.  
By:

/s/ Ronald Baron

\_\_\_\_\_  
Ronald Baron, Chairman and CEO

Ronald Baron, Individually

By:

/s/ Ronald Baron

\_\_\_\_\_  
Ronald Baron

Joint Filing Agreement

The undersigned each hereby agree that the Schedule 13G dated February 13, 2004, which relates to the common stock of Casual Male Retail Group Inc., is to be filed jointly on behalf of each of them for the reasons stated therein, and any amendments thereto shall be filed jointly by the undersigned.

Dated: February 13, 2004

Baron Capital Group, Inc.,  
BAMCO, Inc., Baron Asset Fund  
and Baron Capital Management, Inc.  
By:

/s/ Ronald Baron

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Ronald Baron, Chairman and CEO

Ronald Baron, Individually  
By:

/s/ Ronald Baron

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Ronald Baron