

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

FORM 8-K
CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): June 7, 2005

0-15898
(Commission File Number)

CASUAL MALE RETAIL GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

04-2623104
(IRS Employer
Identification Number)

555 Turnpike Street, Canton, Massachusetts 02021
(Address of registrant's principal executive office)

(781) 828-9300
(Registrant's telephone number)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 1.01 Entry Into a Definitive Material Contract

On June 7, 2005, the Compensation Committee of the Board of Directors of Casual Male Retail Group, Inc. (the "Company") approved an Executive Incentive Program for the fiscal year ending January 29, 2006 (the "2005 Program").

Eligible participants under the 2005 Program are (i) David A. Levin, President and Chief Executive Officer of the Company, (ii) Dennis R. Hernreich, Executive Vice President, Chief Operating Officer, Chief Financial Officer and Treasurer of the Company and (iii) Jewelcor Management Inc. ("JMI"), which has had an ongoing consulting arrangement with the Company since 1999. Seymour Holtzman is the president and chief executive officer, and indirectly, with his wife, the primary shareholder of JMI.

Under the 2005 Program, each participant is eligible to receive a cash bonus, based on a percentage of such participant's annual salary (in the case of Messrs. Levin and Hernreich) or annual consulting fee (in the case of JMI), if certain performance targets are achieved in fiscal 2005. Specifically, the performance targets relate to sales and EBITDA (as defined in the 2005 Program).

A copy of the 2005 Program is attached hereto as Exhibit 10.1.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

Exhibit No.	Description
10.1	Casual Male Retail Group, Inc. Executive Incentive Program for the fiscal year ending January 29, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CASUAL MALE RETAIL GROUP, INC.

By: /s/ Dennis R. Hernreich

Name: Dennis R. Hernreich
Title: Executive Vice President
and Chief Financial Officer

Date: June 9, 2005

Casual Male Retail Group
Executive Incentive Program

Program Period: February 1, 2005 - January 29, 2006

Eligible Participants: Jewelcor Management Inc. ("JMI")
David A. Levin - President, Chief Executive Officer
(Base Salary, \$600,000)
Dennis R. Hernreich - Executive VP, COO, CFO,
Treasurer & Secretary (Base Salary, \$460,000)

Award Percentage:

The executives' discretionary Bonus Awards, pursuant to Section 3(c) of each executives' Employment Agreement, for the fiscal year ending January 29, 2006, will be based on a percentage of their annual salary as of the last day of such fiscal year. Seymour Holtzman's management company, JMI, will receive a discretionary Bonus Award based on a percentage of \$460,000.

Award Determination:

The Bonus Award is based on the following percentages of base salary of each Executive, respectively; JMI's Bonus Award is based on the following Percentages of \$460,000; provided that the Company achieves the following specified Sales Thresholds (Company's gross receipts from its Big & Tall business, including receipts from its LP Innovations, Inc. subsidiary and any other business lines of the Company) and EBITDA Thresholds (Company's earnings before interest, taxes, depreciation and amortization of assets of its Big & Tall business, including EBITDA associated with its LP Innovations, Inc. subsidiary and any other business lines of the Company) for its Fiscal Year ending January 29, 2006 (determined based upon the results of the Company's audit for such fiscal year):

[As supported by the Securities and Exchange Commission's Frequently Asked Questions dated November 23, 2004 (Question 13), and consistent with the treatment of similar information under Instruction 2 to Item 402(k) of Regulation S-K, the Registrant has excluded information relating to target levels with respect to specific quantitative or qualitative performance - related factors, or factors or criteria involving confidential commercial or business information, the disclosure of which would have an adverse effect on the Registrant.]

Eligibility Requirements:

Executive must be actively employed at end of the fiscal year and at the time the bonus is distributed to be eligible. The Consulting Agreement between JMI and the Company must be in force at the end of the fiscal year end and at the time the bonus is distributed for JMI to be eligible.

Award Distribution:

Bonus payments will be distributed as soon as possible following the close of the fiscal year less necessary tax withholdings.