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

FORM 10-Q

(Mark One)
[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended August 3, 2002 or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ________ to ________

Commission file number 1-16097

THE MEN'S WEARHOUSE, INC.
(Exact Name of Registrant as Specified in its Charter)

TEXAS	74-1790172
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)

5803 GLENMONT DRIVE HOUSTON, TEXAS	77081-1701
(Address of Principal Executive Offices)	(Zip Code)

(713) 592-7200
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X]. No [ ].

The number of shares of common stock of the Registrant, par value $.01 per share, outstanding at September 13, 2002 was 40,844,689, excluding 1,697,664 shares classified as Treasury Stock.

REPORT INDEX

<TABLE>
<CAPTION>

</Table>

PART I. FINANCIAL INFORMATION
ITEM 1 - FINANCIAL STATEMENTS
GENERAL INFORMATION

The consolidated financial statements herein include the accounts of The Men's Wearhouse, Inc. and its subsidiaries (the "Company") and have been prepared without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). As applicable under such regulations, certain information and footnote disclosures have been condensed or omitted. We believe that the presentation and disclosures herein are adequate to make the information not misleading, and the financial statements reflect all elimination entries and normal adjustments which are necessary for a fair statement of the results for the three and six months ended August 4, 2001 and August 3, 2002.

Operating results for interim periods are not necessarily indicative of the results for full years. It is suggested that these consolidated financial statements be read in conjunction with the consolidated financial statements for the year ended February 2, 2002 and the related notes thereto included in the Company's 2001 Annual Report on Form 10-K for the year then ended filed with the SEC.

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS)

<Table>
<Caption>

ASSETS	AUGUST 4, 2001	AUGUST 3, 2002	FEBRUARY 2, 2002
<S>	<C>	<C>	<C>
CURRENT ASSETS:			
Cash	$ 15,176	$ 44,062	$ 38,644
Inventories	414,296	370,644	375,471
Other current assets	34,985	44,944	37,220
Total current assets	464,457	459,650	451,335
PROPERTY AND EQUIPMENT, net	208,402	209,217	211,054
OTHER ASSETS, net	54,144	55,114	55,480
TOTAL	$ 727,003	$ 723,981	$ 717,869
LIABILITIES AND SHAREHOLDERS' EQUITY			
CURRENT LIABILITIES:			
Accounts payable	$ 79,765	$ 84,898	$ 87,381
Accrued expenses	39,023	44,999	44,033
Current portion of long-term debt	2,451	2,366	2,359
Income taxes payable	7,945	6,637	15,627
Total current liabilities	129,184	138,900	149,400
LONG-TERM DEBT	88,823	36,665	37,740
OTHER LIABILITIES	18,604	22,106	20,846
Total liabilities	236,611	197,671	207,986

COMMITMENTS AND CONTINGENCIES

SHAREHOLDERS' EQUITY:			
Preferred stock	--	--	--
Common stock	423	425	424
Capital in excess of par	191,206	195,730	191,888
Retained earnings	334,844	373,383	355,128
Accumulated other comprehensive loss	(1,722)	(1,929)	(3,198)
Total	524,751	567,609	544,242
Treasury stock, at cost	(34,359)	(41,299)	(34,359)
Total shareholders' equity	490,392	526,310	509,883
TOTAL	$ 727,003	$ 723,981	$ 717,869

</Table>

See Notes to Consolidated Financial Statements.

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EARNINGS

(IN THOUSANDS, EXCEPT PER SHARE DATA)

<Table>
<Caption>

	FOR THE THREE MONTHS ENDED		FOR THE SIX MONTHS ENDED	
	AUGUST 4, 2001	AUGUST 3, 2002	AUGUST 4, 2001	AUGUST 3, 2002
<S>	<C>	<C>	<C>	<C>
Net sales	$ 297,153	$ 308,574	$ 601,804	$ 612,431
Cost of goods sold, including buying and occupancy costs	188,858	201,523	381,821	401,225
Gross margin	108,295	107,051	219,983	211,206
Selling, general and administrative expenses	90,699	94,336	181,231	181,428
Operating income	17,596	12,715	38,752	29,778
Interest expense, net	782	190	1,048	453
Earnings before income taxes	16,814	12,525	37,704	29,325
Provision for income taxes	6,564	4,728	14,712	11,070
Net earnings	$ 10,250	$ 7,797	$ 22,992	$ 18,255
Net earnings per share:				
Basic	$ 0.25	$ 0.19	$ 0.56	$ 0.44
Diluted	$ 0.25	$ 0.19	$ 0.55	$ 0.44
Weighted average shares outstanding:				
Basic	40,931	41,106	41,021	41,082
Diluted	41,549	41,596	41,585	41,554

</Table>

See Notes to Consolidated Financial Statements.

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(IN THOUSANDS)

<Table>
<Caption>

<S>	FOR THE SIX MONTHS ENDED AUGUST 4, 2001 <C>	FOR THE SIX MONTHS ENDED AUGUST 3, 2002 <C>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net earnings	$ 22,992	$ 18,255
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities:		
Depreciation and amortization	19,493	21,322
Deferred tax provision	3,549	2,569
Decrease (increase) in inventories	(59,903)	4,941
Increase in other assets	(4,744)	(8,389)
Decrease in accounts payable and accrued expenses	(12,559)	(4,967)
Decrease in income taxes payable	(14,726)	(8,372)
Increase in other liabilities	109	116
Net cash provided by (used in) operating activities	(45,789)	25,475
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures, net	(40,640)	(21,886)
Net proceeds from sale of assets	--	6,812
Investment in trademarks, tradenames and other assets	(697)	(167)
Net cash used in investing activities	(41,337)	(15,241)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of common stock	1,506	2,603
Long-term borrowings	48,100	--
Principal payments on long-term debt	(944)	(1,198)
Proceeds from sale of put options	--	601
Purchase of treasury stock	(30,409)	(6,940)
Net cash provided by (used in) financing activities	18,253	(4,934)
Effect of exchange rate changes on cash	(377)	118
INCREASE (DECREASE) IN CASH	(69,250)	5,418
CASH:		
Beginning of period	84,426	38,644
End of period	$ 15,176	$ 44,062

</Table>

See Notes to Consolidated Financial Statements.

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. SIGNIFICANT ACCOUNTING POLICIES--

Basis of Presentation - The consolidated financial statements include the accounts of The Men's Wearhouse, Inc. and its subsidiaries (the "Company"). Except for those discussed below, there have been no significant changes in the accounting policies of the Company during the periods presented. For a description of these policies, see Note 1 of Notes to Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended February 2, 2002.

Accounting Change -- We adopted Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities" ("SFAS 133"), as amended, on February 4, 2001. In accordance with the transition provisions of SFAS 133, we recorded a cumulative loss adjustment of $0.5 million ($0.3 million, net of tax) in accumulated other comprehensive loss related primarily to the unrealized losses on foreign currency exchange contracts, which were designated as cash-flow hedging instruments. The disclosures required by SFAS 133 are included in Note 3.

We adopted Statement of Financial Accounting Standards No. 141, "Business Combinations" ("SFAS 141"), on July 1, 2001, and No. 142, "Goodwill and Other Intangible Assets" ("SFAS 142"), on February 3, 2002. SFAS 141 requires all business combinations completed after June 30, 2001 to be accounted for using the purchase method and eliminates the pooling of interests method. SFAS 142 eliminated the amortization of goodwill and also subjects goodwill to fair-value based impairment tests performed, at a minimum, on an annual basis, or more frequently if circumstances dictate. The overall effect of the adoption of SFAS 142 did not have a material impact on our financial position or results of operations and we recorded no impairment charge. The disclosures required by SFAS 142 are included in Note 5.

We adopted Statement of Financial Accounting Standards No. 144, "Impairment or Disposal of Long-lived Assets" ("SFAS 144"), on February 3, 2002. SFAS 144 provides a single accounting model for the impairment or disposal of long-lived assets. The adoption of this statement did not have a material impact on our financial position or results of operations.

New Accounting Pronouncements -- In June 2001, the FASB issued Statement No. 143, "Accounting for Asset Retirement Obligations" ("SFAS 143"). SFAS 143 addresses the accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated retirement costs and is effective for fiscal years beginning after June 15, 2002. The adoption of this statement is not expected to have a material impact on our financial position or results of operations.

In April 2002, the FASB issued Statement No. 145, "Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections" ("SFAS 145"). SFAS 145 rescinds FASB Statement No. 4, "Reporting Gains and Losses from Extinguishment of Debt," FASB Statement No. 44, "Accounting for Intangible Assets of Motor Carriers" and FASB Statement No. 64, "Extinguishments of Debt Made to Satisfy Sinking-Fund Requirements". In addition, SFAS 145 amends FASB Statement No. 13, "Accounting for Leases," to eliminate an inconsistency between the required accounting for sale-leaseback transactions and the required accounting for certain lease modifications that have economic effects that are similar to sale-leaseback transactions. This statement also makes non-substantive technical corrections to existing pronouncements. SFAS 145 is effective for fiscal years beginning after May 15, 2002. The adoption of this statement is not expected to have a material impact on our financial position or results of operations.

In June 2002, the FASB issued Statement No. 146, "Accounting for Costs Associated with Exit or Disposal Activities" ("SFAS 146"). SFAS 146 replaces EITF No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)." SFAS 146 requires, among other things, that a liability for costs associated with an exit or disposal activity be recognized when the liability is incurred rather than when a company commits to such an activity and also establishes fair value as the objective for initial measurement of the liability. SFAS 146 is effective for exit or disposal activities that are initiated after December 31, 2002. We are currently evaluating the impact of the adoption of SFAS 146 on our consolidated financial statements.

Reclassifications -- Certain prior years' balances have been reclassified to conform with classifications used in the current year.

2. EARNINGS PER SHARE--

Basic earnings per share ("EPS") is computed using the weighted average number of common shares outstanding during the period and net earnings. Diluted EPS gives effect to the potential dilution which would have occurred if additional shares were issued for stock options exercised under the treasury stock method. Diluted EPS also gives effect to the potential dilution of put options outstanding, computed using the reverse treasury stock method.

3. ACCOUNTING FOR DERIVATIVE INSTRUMENTS AND HEDGING

In connection with our direct sourcing program, we may enter into purchase commitments that are denominated in a foreign currency (primarily the Euro). Our policy is to enter into foreign currency forward exchange contracts to minimize foreign currency exposure related to forecasted purchases of certain inventories. Under SFAS 133, such contracts have been designated as and accounted for as cash flow hedges. The settlement terms of the forward contracts, including amount, currency and maturity, correspond with the anticipated payment terms for the merchandise inventories. Any ineffective portion of a hedge is reported in earnings immediately. At August 3, 2002, the Company had 11 contracts maturing in varying increments to purchase an aggregate notional amount of $9.1 million in foreign currency, maturing at various dates through February 2003. We recognized a gain of $103,000 resulting from hedge ineffectiveness during the first two quarters of 2002.

The changes in the fair value of the foreign currency forward exchange contracts are matched to inventory purchases by period and are recognized in earnings as such inventory is sold. The fair value of the forward exchange contracts is estimated by comparing the cost of the foreign currency to be purchased under the contracts using the exchange rates obtained under the contracts (adjusted for forward points) to the hypothetical cost using the spot rate at quarter end. We expect to recognize in earnings through first quarter 2003 approximately $500,000, net of tax, of existing net gains presently deferred in the accumulated other comprehensive loss portion of shareholders' equity.

4. COMPREHENSIVE INCOME AND SUPPLEMENTAL CASH FLOWS

Our comprehensive income is as follows (in thousands):

<Table>
<Caption>

	FOR THE THREE MONTHS ENDED		FOR THE SIX MONTHS ENDED	
	AUGUST 4, 2001	AUGUST 3, 2002	AUGUST 4, 2001	AUGUST 3, 2002
<S>	<C>	<C>	<C>	<C>
Net earnings	$ 10,250	$ 7,797	$ 22,992	$ 18,255
Cumulative effect of accounting change on derivative instruments, net of tax	--	--	(331)	--
Change in derivative fair value, net of tax	133	480	(442)	1,203
Currency translation adjustments, net of tax	710	(727)	(633)	66
Comprehensive income	$ 11,093	$ 7,550	$ 21,586	$ 19,524

</Table>

We paid cash during the first two quarters of 2001 of $1.4 million for interest and $26.6 million for income taxes, compared with $1.0 million for interest and $17.4 million for income taxes during the first two quarters of 2002. We had non-cash investing and financing activities resulting from the issuance of treasury stock to the employee stock ownership plan of $2.5 million for the first two quarters of 2001 and from the tax benefit recognized upon exercise of stock options of $0.2 million and $0.6 million for the first two quarters of 2001 and 2002, respectively. No issuance of treasury stock to the employee stock ownership plan occurred during the first two quarters of 2002.

5. GOODWILL AND OTHER INTANGIBLE ASSETS

We adopted SFAS 142, "Goodwill and Other Intangible Assets," in the first quarter of fiscal year 2002, as noted in Note 1. In accordance with SFAS 142, we discontinued the amortization of goodwill effective February 3, 2002. A reconciliation of previously reported net earnings and earnings per share to the amounts adjusted for the exclusion of goodwill amortization, net of the related tax effect, follows (in thousands, except per share amounts):

<Table>
<Caption>

	FOR THE THREE MONTHS ENDED		FOR THE SIX MONTHS ENDED	
	AUGUST 4, 2001	AUGUST 3, 2002	AUGUST 4, 2001	AUGUST 3, 2002
<S>	<C>	<C>	<C>	<C>
Reported net earnings	$ 10,250	$ 7,797	$ 22,992	$ 18,255
Add back:				
Goodwill amortization	711	--	1,417	--
Less income taxes	(277)	--	(552)	--
Goodwill amortization, net of tax	434	--	865	--
Adjusted net earnings	$ 10,684	$ 7,797	$ 23,857	$ 18,255
Earnings per share:				
Basic EPS				
Reported net earnings	0.25	0.19	0.56	0.44
Goodwill amortization, net of tax	0.01	--	0.02	--
Adjusted net earnings	$ 0.26	$ 0.19	$ 0.58	0.44
Diluted EPS				
Reported net earnings	$ 0.25	$ 0.19	$ 0.55	0.44
Goodwill amortization, net of tax	0.01	--	0.02	--
Adjusted net earnings	$ 0.26	$ 0.19	$ 0.57	0.44

</TABLE>

Goodwill and other intangibles are included in other assets in the accompanying balance sheet. Changes in the net carrying amount of goodwill for the year ended February 2, 2002 and for the six months ended August 3, 2002 are as follows (in thousands):

Balance, February 3, 2001	$ 38,447
Goodwill of acquired business	1,069
Amortization	(2,800)
Translation and other adjustment	(1,155)
Balance, February 2, 2002	35,561
Goodwill of acquired business	12
Translation and other adjustment	80
Balance, August 3, 2002	$ 35,653

The gross carrying amounts and accumulated amortization of our other intangibles are as follows (in thousands):

	FOR THE SIX MONTHS ENDED		FOR THE YEAR ENDED
	AUGUST 4, 2001	AUGUST 3, 2002	FEBRUARY 2, 2002
Trademarks, tradenames and other intangibles	$ 5,438	$ 5,466	$ 5,465
Accumulated amortization	(1,151)	(1,527)	(1,350)
Net total	$ 4,287	$ 3,939	$ 4,115

The pretax amortization expense associated with intangible assets totaled approximately $169,000 and $181,000 for the six months ended August 4, 2001 and August 3, 2002, respectively, and approximately $346,000 for year ended February 2, 2002. Pretax amortization associated with intangible assets at August 3, 2002 is estimated to be $175,000 for the remainder of fiscal year 2002 and to be $342,000 for each of the fiscal years 2003 through 2006.

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

GENERAL

For supplemental information, it is suggested that "Management's Discussion and Analysis of Financial Condition and Results of Operations" be read in conjunction with the corresponding section included in the Company's Annual Report on Form 10-K for the year ended February 2, 2002. References herein to years are to the Company's 52-week or 53-week fiscal year which ends on the Saturday nearest January 31 in the following calendar year. For example, references to "2002" mean the 52-week fiscal year ending February 1, 2003.

In large part, changes in net sales and operating results are impacted by the number of stores operating during the fiscal period. The following table presents information with respect to stores in operation during each of the respective fiscal periods.

	FOR THE THREE MONTHS ENDED		FOR THE SIX MONTHS ENDED		YEAR ENDED
	AUGUST 4, 2001	AUGUST 3, 2002	AUGUST 4, 2001	AUGUST 3, 2002	FEBRUARY 2, 2002
Stores open at beginning of period	659	688	651	680	651
Opened	5	--	13	8	32
Closed	(1)	(2)	(1)	(2)	(3)
Stores open at end of period	663	686	663	686	680

Stores open at end of period:					
U.S. --					
Men's Wearhouse	481	502	481	502	497
K&G	69	71	69	71	70
	550	573	550	573	567
Canada -- Moores	113	113	113	113	113
	663	686	663	686	680

</Table>

RESULTS OF OPERATIONS

Three Months Ended August 4, 2001 and August 3, 2002

Our net sales were $308.6 million for the quarter ended August 3, 2002, an $11.4 million or 3.8% increase from the same prior year period. This increase was due primarily to increased sales from stores opened in 2001 and 2002, offset partially by decreased sales in stores open prior to fiscal year 2001. Comparable store sales (which are calculated primarily by excluding the net sales of a store for any month of one period if the store was not open throughout the same month of the prior period) decreased 1.5% for the U.S. stores from the same prior year quarter, while comparable store sales for the Canadian stores increased 2.2% from the same prior year quarter. The decrease in comparable sales for the US stores was due mainly to continued weakness in the US economy. Sales of men's apparel is particularly affected since buying patterns for men are considered to be more discretionary than those in other apparel areas.

Gross margin decreased $1.2 million or 1.1% from the same prior year quarter to $107.1 million in the second quarter of 2002. As a percentage of sales, gross margin decreased from 36.4% in the second quarter of 2001 to 34.7% in the second quarter of 2002. This decrease in gross margin predominantly resulted from an increase in occupancy cost (which is relatively constant on a per store basis) as a percentage of sales and higher markdowns at the Men's Wearhouse brand associated with a shift to merchandise with lower opening price points.

Selling, general and administrative ("SG&A") expenses, as a percentage of sales, were 30.6% for the second quarter of 2002, compared to 30.5% for the second quarter of 2001, with SG&A expenditures increasing by $3.6 million or 4.0% to $94.3 million. On an absolute dollar basis, advertising decreased by $0.4 million, store salaries increased by $3.9 million and other SG&A increased

by $0.1 million. As a percentage of sales, advertising expense decreased from 5.1% to 4.8% of net sales, store salaries increased from 11.8% to 12.6% of net sales and other SG&A expenses decreased from 13.6% to 13.2% of net sales. The decrease in advertising was due to planned reductions in media spending. The increase in store salaries was the result of higher sales commission rates in 2002 for promotional and other sales categories. These commission rates were put in place to help drive the shift to lower opening price points for merchandise offerings at the Men's Wearhouse brand. Other SG&A expenses decreased as a percentage of sales due to our focus on reducing corporate overhead.

Interest expense, net of interest income, decreased from $0.8 million in the second quarter of 2001 to $0.2 million in the second quarter of 2002. Weighted average borrowings outstanding decreased from $64.5 million in the second quarter of 2001 to $40.1 million in the second quarter of 2002, and the weighted average interest rate on outstanding indebtedness decreased from 5.8% to 4.6%. The decrease in the weighted average borrowings was due primarily to decreased borrowings under the Company's credit facilities. The decrease in the weighted average interest rate was due primarily to decreases in the LIBOR rate. See "Liquidity and Capital Resources" discussion in the following section herein.

Our effective income tax rate decreased from 39.0% for the second quarter of 2001 to 37.8% for the second quarter of 2002. The effective tax rate was higher than the statutory U.S. federal rate of 35% primarily due to the effect of state income taxes.

Six Months Ended August 4, 2001 and August 3, 2002

The Company's net sales were $612.4 million for the six months ended August 3, 2002, a $10.6 million or 1.8% increase from the same prior year period. This increase was due primarily to sales resulting from the increased number of stores in 2001 and 2002, offset by decreased sales in stores open prior to fiscal year 2001. Comparable store sales decreased 3.8% for the U.S. stores and 0.3% for the Canadian stores from the same prior year period. The decrease in comparable sales for the US and Canadian stores was due mainly to continued weakness in the US economy and its effects on the related Canadian economy. Sales of men's apparel is particularly affected since buying patterns for men are considered to be more discretionary than those in other apparel areas.

Gross margin decreased 4.0% over the same prior year period to $211.2 million for the first six months of 2002. As a percentage of sales, gross margin decreased from 36.6% for the first two quarters of 2001 to 34.5% in the first two quarters of 2002. This decrease in gross margin percentage predominantly resulted from an increase in occupancy cost (which is relatively constant on a per store basis) as a percentage of sales and higher markdowns at the Men's

Wearhouse brand associated with a shift to merchandise with lower opening price points.

SG&A expenses, as a percentage of sales, were 30.1% for the first six months of 2001, compared to 29.6% for the first six months of 2002, with SG&A expenditures increasing by $0.2 million or 0.1% to $181.4 million. On an absolute dollar basis, advertising decreased $1.7 million, store salaries increased $4.8 million and other SG&A decreased $2.9 million. As a percentage of sales, advertising expense decreased from 4.9% to 4.5% of net sales, store salaries increased from 11.7% to 12.3% of net sales and other SG&A expenses decreased from 13.6% to 12.8% of net sales. The decrease in advertising was due to planned reductions in media spending. The increase in store salaries was the result of higher sales commission rates in 2002 for promotional and other sales. These commission rates were put in place to help drive the shift to lower opening price points for merchandise offerings at the Men's Wearhouse brand. Other SG&A expenses decreased due to our focus on reducing corporate overhead.

Interest expense, net of interest income, decreased from $1.0 million for the first six months of 2001 to $0.5 million in the first six months of 2002. Weighted average borrowings outstanding decreased from $54.1 million in the prior year to $40.2 million in the first two quarters of 2002, and the weighted average interest rate on outstanding indebtedness decreased from 6.3% to 4.4%. The decrease in the weighted average borrowings was due primarily to decreased borrowings under the Company's credit facilities. The decrease in the weighted average interest rate was due primarily to decreases in the LIBOR rate.

Our effective income tax rate decreased from 39.0% for the six months ended August 4, 2001 to 37.8% for the six months ended August 3, 2002. The effective tax rate was higher than the statutory U.S. federal rate of 35% primarily due to the effect of state income taxes.

LIQUIDITY AND CAPITAL RESOURCES

Working capital was $320.8 million at August 3, 2002, which is up from $301.9 million at February 2, 2002 but down from $335.3 million at August 4, 2001. Historically, our working capital has been at its lowest level in January and February, and has increased through November as inventory buildup is financed with long-term borrowings in preparation for the fourth quarter selling season. Working capital at the end of the second quarter was lower in 2002 than in 2001 due mainly to our reduced inventory levels.

Our operating activities used net cash of $45.8 million in the first six months of 2001 as cash provided by net earnings, adjusted for non-cash charges, was more than offset by an increase in inventories and decreases in payables. Inventories increased $59.9 million for the six months ended August 4, 2001 due to seasonal inventory buildup, the addition of inventory for new stores and stores expected to be opened in the following quarter and the purchase of fabric used in the direct sourcing of inventory. During the first two quarters of 2002, operating activities provided net cash of $25.5 million due mainly to net earnings, adjusted for non-cash charges, and a decrease in inventories, offset partially by decreases in payables. Our 4.5% decrease in net sales in fiscal 2001, combined with our inventory levels at the end of fiscal 2001 and our forecasted net sales for fiscal 2002, have resulted in lower planned inventory purchases. As a result, the inventory buildup typically experienced during the first two quarters of prior years has not occurred in 2002.

Our investing activities used net cash of $41.3 million and $15.2 million for the first two quarters of 2001 and 2002, respectively. Cash used in investing activities was primarily comprised of capital expenditures relating to stores opened, remodeled or relocated during the period or under construction at the end of the period and infrastructure technology investments. However, during the first two quarters of 2002, cash used for capital expenditures was partially offset by net proceeds received from the sale of substantially all the assets of Chelsea Market Systems, L.L.C. ("Chelsea") to an unrelated company regularly engaged in the development and licensing of software to the retail industry. As a result of the sale by Chelsea, and after giving effect to the settlement of a related lawsuit, the Company received net proceeds of $6.8 million. Approximately $4.4 million of this amount will be recognized as a pretax gain by the Company pending the resolution of certain indemnification provisions related to the assets sold.

Our financing activities provided net cash of $18.3 million for the first two quarters of 2001, due mainly to borrowings on the revolving credit agreement, offset by purchases of treasury stock. Net cash used in financing activities was $4.9 million for the first two quarters of 2002, due mainly to the purchases of treasury stock offset by proceeds from the issuance of our common stock for options exercised. In January 2000, the Board of Directors authorized a stock repurchase program for up to 1,000,000 shares of our common stock. Under this authorization, we may purchase shares from time to time in the open market or in private transactions, depending on market price and other considerations. On January 31, 2001, the Board of Directors authorized an expansion of the stock repurchase program for up to an additional 2,000,000 shares of the Company's common stock. During the first two quarters of 2001 and 2002, the Company repurchased 1,185,000 and 332,300 shares of its common stock under this program at a cost of $30.4 million and $6.9 million, respectively. A total of 1,852,300 shares have been repurchased under this program.

During the second quarter of 2002, in connection with the share repurchase program, we issued an option contract under which the contract counterparty has the option to require us to purchase 500,000 shares of our common stock at a specific strike price of $22.76 per share on December 17, 2002. We received a premium of $0.6 million for issuing this contract. As of August 3, 2002, the market value of our common stock did not exceed the strike price under the open contract.

We have a revolving credit agreement with a group of banks (the "Credit Agreement") that provides for borrowing of up to $125 million through February 5, 2004. Advances under the Credit Agreement bear interest at a rate per annum equal to, at the Company's option, the agent's prime rate or the reserve adjusted LIBOR rate plus a varying interest rate margin. The Credit Agreement also provides for fees applicable to unused commitments. In addition, we have two Canadian credit facilities which include a revolving credit agreement which provides for borrowings up to Can$30 million (US$18.9 million) through February 5, 2004 and a term credit agreement under which the Company borrowed Can$75 million (US$47.3 million) in February 1999. The term credit borrowing is payable in quarterly installments of Can$0.9 million (US$0.6 million), with the remaining unpaid principal payable on February 5, 2004. Covenants and interest rates are substantially similar to those contained in the Company's Credit Agreement. As of August 3, 2002, there was US$39.0 million outstanding under these credit agreements.

The Credit Agreement contains certain restrictive and financial covenants, including the requirement to maintain a minimum level of net worth and certain financial ratios. The Credit Agreement also prohibits payment of cash dividends on our common stock. We are in compliance with the covenants in the Credit Agreement.

We anticipate that our existing cash and cash flow from operations, supplemented by borrowings under our credit agreements, will be sufficient to fund our planned store openings, other capital expenditures and operating cash requirements for at least the next 12 months.

In connection with our direct sourcing program, we may enter into purchase commitments that are denominated in a foreign currency (primarily the Euro). We generally enter into forward exchange contracts to reduce the risk of currency fluctuations related to such commitments. The majority of the forward exchange contracts are with four financial institutions. Therefore, we are exposed to credit risk in the event of nonperformance by these parties. However, due to the creditworthiness of these major financial institutions, full performance is anticipated. We may also be exposed to market risk as a result of changes in foreign exchange rates. This market risk should be substantially offset by changes in the valuation of the underlying transactions.

ITEM 3 -QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK

We are subject to exposure from fluctuations in U.S. dollar/Euro exchange rates and the Canadian dollar/Euro exchange rates. As further described in Note 3 of Notes to Consolidated Financial Statements and "Management's Discussion and Analysis of Financial Information and Results of Operations - Liquidity and Capital Resources", we utilize foreign currency forward exchange contracts to limit exposure to changes in currency exchange rates. At August 3, 2002, we had 11 contracts maturing at various dates through February 2003. Unrealized pretax gains on these forward contracts totaled approximately $0.8 million at August 3, 2002. A hypothetical 10% change in applicable August 3, 2002 forward rates could increase or decrease this pretax gain by $0.9 million related to these positions. However, it should be noted that any change in the value of these contracts, whether real or hypothetical, would be significantly offset by an inverse change in the value of the underlying hedged item.

Moores conducts its business in Canadian dollars. The exchange rate between Canadian dollars and U.S. dollars has fluctuated over the last ten years. If the value of the Canadian dollar against the U.S. dollar weakens, then the revenues and earnings of our Canadian operations will be reduced when they are translated to U.S. dollars and the value of our Canadian net assets in U.S. dollars may decline.

FORWARD-LOOKING STATEMENTS

Certain statements made herein and in other public filings and releases by the Company contain "forward-looking" information (as defined in the Private Securities Litigation Reform Act of 1995) that involve risk and uncertainty. These forward-looking statements may include, but are not limited to, future capital expenditures, acquisitions (including the amount and nature thereof), future sales, earnings, margins, costs, number and costs of store openings, demand for men's clothing, market trends in the retail men's clothing business, currency fluctuations, inflation and various economic and business trends. Forward-looking statements may be made by management orally or in writing, including but not limited to, this Management's Discussion and Analysis of Financial Condition and Results of Operations section and other sections of the Company's filings with the Securities and Exchange Commission under the Securities Exchange Act of 1934 and the Securities Act of 1933.

Actual results and trends in the future may differ materially depending on a variety of factors including, but not limited to, domestic and international economic activity and inflation, the Company's successful execution of internal operating plans and new store and new market expansion plans, performance issues with key suppliers, severe weather, foreign currency fluctuations, government export and import policies and legal proceedings. Future results will also be dependent upon the ability of the Company to continue to identify and complete successful expansions and penetrations into existing and new markets and its ability to integrate such expansions with the Company's existing operations.

PART II. OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

On May 11, 2001, a lawsuit was filed against the Company in the Superior Court of California for the County of San Diego, Cause No. GIC 767223 (the "Suit"). The Suit, which was brought as a purported class action, alleges several causes of action, each based on the factual allegation that we advertised and sold men's slacks at a marked price that was exclusive of a hemming fee for the pants. The Suit seeks: (i) permanent and preliminary injunctions against advertising slacks at prices which do not include hemming; (ii) restitution of all funds allegedly acquired by means of any act or practice declared by the Court to be unlawful or fraudulent or to constitute unfair competition under certain California statutes, (iii) prejudgment interest; (iv) compensatory and punitive damages; (v) attorney's fees; and (vi) costs of suit. We believe that the Suit is without merit and the allegations are contrary to customary and well recognized and accepted practices in the sale of men's tailored clothing. The complaint in the Suit was subsequently amended to add similar causes of action and requests for relief based upon allegations that our alleged "claims that [it] sell[s] the same garments as department stores at 20% to 30% less" are false and misleading. We believe that such added causes of action are also without merit. The court ruled against the plaintiff's motion for class certification, declining to certify a class. The court advised the parties that it intended to issue its tentative ruling on the Company's motion for summary judgment on September 13, 2002. However, on that date the court extended the time for its ruling until September 27, 2002. Once announced either party may request oral argument before the court on its tentative ruling. The Company intends to vigorously defend the Suit.

In addition, we are involved in various routine legal proceedings, including ongoing litigation, incidental to the conduct of our business. Management believes that none of these matters will have a material adverse effect on our financial condition, results of operations or cashflows.

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On June 25, 2002, the Company held its Annual Meeting of Shareholders. At the meeting, the shareholders voted on the following matters:

1. The election of the six directors of the Company to hold office until the next Annual Meeting of Shareholders or until their respective successors are duly elected and qualified.

2. To consider and act upon a proposal regarding a code of conduct based on the United Nation's International Labor Organization's Standards for Workers Rights.

3. The ratification of the appointment by the Board of Directors of the firm Deloitte & Touche LLP as independent auditors for the Company for 2002.

The six nominees of the Board of Directors of the Company were elected at the meeting, and proposal three received the affirmative vote required for approval. Proposal two did not receive the requisite vote required for approval and therefore did not pass. The number of votes cast for, against and withheld, as well as the number of abstentions, as to each matter were as follows:

<Table>
<Caption>

Proposal	Votes For	Votes Withheld
1. Election of Directors		
George Zimmer	32,693,684	7,080,159
David H. Edwab	32,514,760	7,259,083
Rinaldo S. Brutoco	39,523,262	250,581

Michael L. Ray	39,711,369	62,474	
Sheldon I. Stein	39,711,149	62,694	
Kathleen Mason	39,730,910	42,933	

	Affirmative Votes	Negative Votes	Abstentions
2. To consider and act upon a proposal regarding a code of conduct	1,962,553	33,825,273	1,317,475
3. Ratification of Auditors	38,545,351	1,173,943	52,549

</Table>

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) EXHIBITS.

Exhibit Number		Exhibit Index
99.1	--	Certification of Periodic Report Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by the Chief Executive Officer (filed herewith).
99.2	--	Certification of Periodic Report Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by the Chief Financial Officer (filed herewith).

(b) REPORTS ON FORM 8-K.

On May 31, 2002, the Company filed a current report on Form 8-K pursuant to item 5 reporting the Company's findings and resolution of certain allegations with respect to an investigation into payments received by an officer of the Company from one of its vendors.

On June 30, 2002, the Company filed a current report on Form 8-K pursuant to item 5 reporting the approval by the Company's Board of Directors of an amendment and restatement of the Company's Employee Stock Discount Plan.

On September 16, 2002, the Company filed a current report on Form 8-K pursuant to item 9 reporting the filing of sworn statements pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant, The Men's Wearhouse, Inc., has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: September 17, 2002

THE MEN'S WEARHOUSE, INC.

By /s/ NEILL P. DAVIS

Neill P. Davis
Executive Vice President, Chief Financial Officer, Treasurer and Principal Financial Officer

I, Neill P. Davis, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Men's Wearhouse, Inc.

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report; and

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all

material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report.

Dated: September 17, 2002

By /s/ NEILL P. DAVIS

Neill P. Davis
Executive Vice President, Chief Financial Officer, Treasurer and Principal Financial Officer

I, George Zimmer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Men's Wearhouse, Inc.

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report; and

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report.

Dated: September 17, 2002

By /s/ GEORGE ZIMMER

George Zimmer
Chairman of the Board, Chief Executive Officer and Director

INDEX TO EXHIBITS

Exhibit Number		Exhibit Index
99.1	--	Certification of Periodic Report Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by the Chief Executive Officer (filed herewith).
99.2	--	Certification of Periodic Report Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by the Chief Financial Officer (filed herewith).

Exhibit 99.1

Certification Pursuant to
18 U.S.C. Section 1350,
as Adopted Pursuant to
Section 906 of The Sarbanes-Oxley Act of 2002

Not Filed Pursuant to the Securities Exchange Act of 1934

In connection with the Quarterly Report of The Men's Wearhouse, Inc. (the "Company") on Form 10-Q for the period ending August 3, 2002, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, George Zimmer, Chief Executive Officer of the Company, certify, pursuant to 18 U. S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirement of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: September 17, 2002

By /s/ GEORGE ZIMMER

George Zimmer
Chairman of the Board,
Chief Executive Officer
and Director

Exhibit 99.2

Certification Pursuant to
18 U.S.C. Section 1350,
as Adopted Pursuant to
Section 906 of The Sarbanes-Oxley Act of 2002

Not Filed Pursuant to the Securities Exchange Act of 1934

In connection with the Quarterly Report of The Men's Wearhouse, Inc. (the "Company") on Form 10-Q for the period ending August 3, 2002, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Neill P. Davis, Chief Financial Officer of the Company, certify, pursuant to 18 U. S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirement of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: September 17, 2002

By /s/ NEILL P. DAVIS

Neill P. Davis
Executive Vice President,
Chief Financial Officer,
Treasurer and Principal
Financial Officer