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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 November 2, 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)

<Table>
<S> <C>

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)

</Table>

(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 [ ].

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes [X]. No [ ].

The number of shares of common stock of the Registrant, par value $.01 per share, outstanding at December 13, 2002 was 39,711,707, excluding 2,845,364 shares classified as Treasury Stock.

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REPORT INDEX

<Table>
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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 nine months ended November 3, 2001 and November 2, 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>
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ASSETS	NOVEMBER 3, 2001	NOVEMBER 2, 2002	FEBRUARY 2, 2002
<S>	<C>	<C>	<C>
CURRENT ASSETS:			
Cash	$ 9,439	$ 18,355	$ 38,644
Inventories	436,794	392,254	375,471
Other current assets	35,205	49,283	37,220
Total current assets	481,438	459,892	451,335
PROPERTY AND EQUIPMENT, net	211,219	211,421	211,054
OTHER ASSETS, net	54,615	55,689	55,480
TOTAL	$ 747,272	$ 727,002	$ 717,869
LIABILITIES AND SHAREHOLDERS' EQUITY			
CURRENT LIABILITIES:			
Accounts payable	$ 94,501	$ 100,136	$ 87,381
Accrued expenses	36,762	46,276	44,033
Current portion of long-term debt	2,356	2,408	2,359
Income taxes payable	7,025	5,920	15,627
Total current liabilities	140,644	154,740	149,400
LONG-TERM DEBT	93,287	36,714	37,740
OTHER LIABILITIES	20,146	25,191	20,846
Total liabilities	254,077	216,645	207,986

COMMITMENTS AND CONTINGENCIES

SHAREHOLDERS' EQUITY:

Preferred stock	--	--	--
Common stock	423	426	424
Capital in excess of par	191,545	195,890	191,888
Retained earnings	338,821	377,668	355,128
Accumulated other comprehensive loss	(3,235)	(1,210)	(3,198)
Total	527,554	572,774	544,242
Treasury stock, at cost	(34,359)	(62,417)	(34,359)
Total shareholders' equity	493,195	510,357	509,883
TOTAL	$ 747,272	$ 727,002	$ 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 NINE MONTHS ENDED	
	NOVEMBER 3, 2001	NOVEMBER 2, 2002	NOVEMBER 3, 2001	NOVEMBER 2, 2002
<S>	<C>	<C>	<C>	<C>
Net sales	$ 285,608	$ 292,515	$ 887,412	$ 904,946
Cost of goods sold, including buying and occupancy costs	188,536	194,575	570,357	595,800
Gross margin	97,072	97,940	317,055	309,146
Selling, general and administrative expenses	89,411	90,673	270,642	272,101
Operating income	7,661	7,267	46,413	37,045
Interest expense, net	1,132	384	2,180	837
Earnings before income taxes	6,529	6,883	44,233	36,208
Provision for income taxes	2,552	2,598	17,264	13,668
Net earnings	$ 3,977	$ 4,285	$ 26,969	$ 22,540
Net earnings per share:				
Basic	$ 0.10	$ 0.11	$ 0.66	$ 0.55
Diluted	$ 0.10	$ 0.11	$ 0.65	$ 0.55
Weighted average shares outstanding:				
Basic	40,962	40,479	41,001	40,881
Diluted	41,325	40,586	41,498	41,231

</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 NINE MONTHS ENDED NOVEMBER 3, 2001 <C>	NOVEMBER 2, 2002 <C>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net earnings ...	$ 26,969	$ 22,540
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities:		
Depreciation and amortization ...	30,308	32,231
Deferred tax provision ...	3,061	4,771
Increase in inventories ...	(84,358)	(15,830)
Increase in other assets ...	(11,995)	(12,588)
Increase in accounts payable and accrued expenses ...	6,733	12,034
Decrease in income taxes payable ...	(15,596)	(9,241)
Increase in other liabilities ...	1,212	368
Net cash provided by (used in) operating activities ...	(43,666)	34,285
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures, net ...	(54,123)	(35,209)
Net proceeds from sale of assets ...	--	6,812
Investment in trademarks, tradenames and other assets ...	(663)	(79)
Net cash used in investing activities ...	(54,786)	(28,476)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of common stock ...	1,832	2,784
Long-term borrowings ...	55,000	--
Principal payments on long-term debt ...	(1,818)	(1,794)
Proceeds from sale of put options ...	--	601
Purchase of treasury stock ...	(30,409)	(28,058)
Net cash provided by (used in) financing activities ...	24,605	(26,467)
Effect of exchange rate changes on cash ...	(1,140)	369
DECREASE IN CASH ...	(74,987)	(20,289)
CASH:		
Beginning of period ...	84,426	38,644
End of period ...	$ 9,439	$ 18,355

</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 forward 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. The adoption of this statement is not expected to have a material impact on our financial position or results of operations.

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 November 2, 2002, we had 7 contracts maturing in varying increments to purchase an aggregate notional amount of $5.4 million in foreign currency, maturing at various dates through February 2003. We recognized a gain of $114,000 resulting from hedge ineffectiveness during the first three 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 $340,000, 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 NINE MONTHS ENDED	
	NOVEMBER 3, 2001	NOVEMBER 2, 2002	NOVEMBER 3, 2001	NOVEMBER 2, 2002
<S>	<C>	<C>	<C>	<C>
Net earnings	$ 3,977	$ 4,285	$ 26,969	$ 22,540
Cumulative effect of accounting change on derivative instruments, net of tax	--	--	(331)	--
Change in derivative fair value, net of tax	372	(135)	(70)	1,068
Currency translation adjustments, net of tax	(1,885)	854	(2,518)	920
Comprehensive income	$ 2,464	$ 5,004	$ 24,050	$ 24,528

</Table>

We paid cash during the first three quarters of 2001 of $2.7 million for interest and $30.5 million for taxes, compared with $1.4 million for interest and $19.6 million for taxes during the first three 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 three 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 three quarters of 2001 and 2002, respectively. No issuance of treasury stock to the employee stock ownership plan occurred during the first three 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 NINE MONTHS ENDED	
	NOVEMBER 3, 2001	NOVEMBER 2, 2002	NOVEMBER 3, 2001	NOVEMBER 2, 2002
<S>	<C>	<C>	<C>	<C>
Reported net earnings	$ 3,977	$ 4,285	$ 26,969	$ 22,540
Add back:				
Goodwill amortization	685	--	2,101	--
Less income taxes	(267)	--	(820)	--
Goodwill amortization, net of tax	418	--	1,281	--
Adjusted net earnings	$ 4,395	$ 4,285	$ 28,250	$ 22,540
Earnings per share:				
Basic EPS				
Reported net earnings	$ 0.10	$ 0.11	$ 0.66	$ 0.55
Goodwill amortization, net of tax	0.01	--	0.03	--
Adjusted net earnings	$ 0.11	$ 0.11	$ 0.69	$ 0.55
Diluted EPS				
Reported net earnings	$ 0.10	$ 0.11	$ 0.65	$ 0.55
Goodwill amortization, net of tax	0.01	--	0.03	--
Adjusted net earnings	$ 0.11	$ 0.11	$ 0.68	$ 0.55

</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 nine months ended November 2, 2002 are as follows (in thousands):

<Table>

<S>	<C>
Balance, February 3, 2001	$ 38,447

Goodwill of acquired business	1,069
Amortization	(2,800)
Translation adjustment	(1,155)
Balance, February 2, 2002	35,561
Goodwill of acquired business	12
Translation adjustment	391
Balance, November 2, 2002	$ 35,964

</Table>

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

<Table>
<Caption>

<S>	NOVEMBER 3, 2001 <C>	NOVEMBER 2, 2002 <C>	FEBRUARY 2, 2002 <C>
Trademarks, tradenames and other intangibles	$ 5,416	$ 5,466	$ 5,465
Accumulated amortization	(1,236)	(1,615)	(1,350)
Net total	$ 4,180	$ 3,851	$ 4,115

</Table>

The pretax amortization expense associated with intangible assets totaled approximately $250,000 and $270,000 for the nine months ended November 3, 2001 and November 2, 2002, respectively, and approximately $346,000 for year ended February 2, 2002. Pretax amortization associated with intangible assets at November 2, 2002 is estimated to be $87,000 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.

<Table>
<Caption>

	THREE MONTHS ENDED		NINE MONTHS ENDED		YEAR ENDED
	NOVEMBER 3, 2001	NOVEMBER 2, 2002	NOVEMBER 3, 2001	NOVEMBER 2, 2002	FEBRUARY 2, 2002
<S>	<C>	<C>	<C>	<C>	<C>
Stores open at beginning of period	663	686	651	680	651
Opened	8	7	21	15	32
Closed	--	(1)	(1)	(3)	(3)
Stores open at end of period	671	692	671	692	680
Stores open at end of period:					
U.S. --					
Men's Wearhouse	487	506	487	506	497
K&G	71	72	71	72	70
	558	578	558	578	567
Canada -- Moores	113	114	113	114	113
	671	692	671	692	680

</Table>

RESULTS OF OPERATIONS

Three Months Ended November 3, 2001 and November 2, 2002

Our net sales were $292.5 million for the quarter ended November 2, 2002, a $6.9 million or 2.4% 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 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 1.9% for the U.S. stores and 1.1% for the Canadian stores from the same prior year quarter. The decrease in comparable sales for the U.S. and Canadian stores was due mainly to continued weakness in the US and Canadian economies. 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 increased $0.9 million or 0.9% from the same prior year quarter to $97.9 million in the third quarter of 2002. As a percentage of sales, gross margin decreased from 34.0% in the third quarter of 2001 to 33.5% in the third quarter 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.

Selling, general and administrative ("SG&A") expenses, as a percentage of sales, were 31.0% for the third quarter of 2002, compared to 31.3% for the third quarter of 2001, with SG&A expenditures increasing by $1.3 million or 1.4% to $90.7 million. On an absolute dollar basis, advertising decreased by $1.4 million, store salaries increased by $2.6 million and other SG&A was unchanged from the third quarter of 2001. As a percentage of net sales, advertising expense decreased from 5.3% to 4.7%, store salaries increased from 12.0% to 12.6% and other SG&A expenses decreased from 14.1% to 13.8%. 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 a 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 of $0.1 million and $0.2 million, respectively, decreased from $1.1 million in the third quarter of 2001 to $0.4 million in the third quarter of 2002. Weighted average borrowings outstanding decreased from $88.1 million in the third quarter of 2001 to $39.5 million in the third quarter of 2002, and the weighted average interest rate on outstanding indebtedness decreased from 5.6% to 5.3%. The decrease in the weighted average borrowings was due primarily to decreased borrowings under our 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 third quarter of 2001 to 37.8% for the third 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.

Nine Months Ended November 3, 2001 and November 2, 2002

Our net sales were $904.9 million for the nine months ended November 2, 2002, a $17.5 million or 2.0% increase over 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 decreased 3.2% for the U.S. stores and 0.6% for the Canadian stores from the same prior year period. The decrease in comparable sales for the U.S. and Canadian stores was due mainly to continued weakness in the US and Canadian economies. 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 2.5% over the same prior year period to $309.1 million for the first nine months of 2002. As a percentage of sales, gross margin decreased from 35.7% for the first three quarters of 2001 to 34.2% in the first three 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 30.5% for the first nine months of 2001, compared to 30.1% for the first nine months of 2002, with SG&A expenditures increasing by $1.5 million or 0.5% to $272.1 million. On an absolute dollar basis, advertising decreased by $3.1 million, store salaries increased by $7.4 million and other SG&A decreased by $2.8 million. As a percentage of net sales, advertising expense decreased from 5.0% to 4.6%, store salaries increased from 11.8% to 12.4% and other SG&A expenses decreased from 13.7% to 13.2%. 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 due to our focus on reducing corporate overhead.

Interest expense, net of interest income of $0.8 million and $0.7 million, respectively, decreased from $2.2 million for the first nine months of 2001 to $0.8 million in the first nine months of 2002. Weighted average borrowings outstanding decreased from $65.4 million in the prior year to $39.9 million in the first three quarters of 2002, and the weighted average interest rate on outstanding indebtedness decreased from 6.0% to 4.7%. The decrease in the weighted average borrowings was due primarily to decreased borrowings under our 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 nine months ended November 3, 2001 to 37.8% for the nine months ended November 2, 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 $305.2 million at November 2, 2002, which is up from $301.9 million at February 2, 2002 but down from $340.8 million at November 3, 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 third quarter was lower in 2002 than in 2001 due mainly to our reduced inventory levels.

Our operating activities used net cash of $43.7 million in the first nine months of 2001 as cash provided by net earnings, adjusted for non-cash charges and increases in payables, was more than offset by increases in inventories and other assets and a decrease in income taxes payable. Inventories increased $84.4 million for the nine months ended November 3, 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 three quarters of 2002, operating activities provided net cash of $34.3 million due mainly to net earnings, adjusted for non-cash charges and increases in payables, offset partially by increases in inventories and other assets and a decrease in income taxes payable. 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 through the third quarter of 2002 has not been as significant as that typically experienced during the first three quarters of prior years.

Our investing activities used net cash of $54.8 million and $28.5 million for the first three 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 three 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 $24.6 million for the first three 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 $26.5 million for the first three 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 three quarters of 2001 and 2002, the Company repurchased 1,185,000 and 1,480,000 shares of its common stock under this program at a cost of $30.4 million and $28.1 million, respectively. A total of 3,000,000 shares were repurchased under this program.

On November 19, 2002, the Board of Directors authorized a stock repurchase program for up to $25 million in shares of the Company's common stock. Under this authorization, the Company may purchase shares from time to time in the open market, depending on market price and other considerations. No shares have yet 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 had 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. The provisions of this contract also required contract completion at the first instance in which the market price of our common stock fell below a trigger price of $12.64 per share.

During the third quarter of 2002, the market price of our common stock fell below the trigger price causing the contract to be exercised.

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$19.3 million) through February 5, 2004 and a term credit agreement under which the Company borrowed Can$75 million (US$48.2 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 November 2, 2002, there was US$39.1 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 three 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 November 2, 2002, we had 7 contracts maturing at various dates through February 2003. Unrealized pretax gains on these forward contracts totaled approximately $0.6 million at November 2, 2002. A hypothetical 10% change in applicable November 2, 2002 forward rates could increase or decrease this pretax gain by $0.5 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.

ITEM 4 - CONTROLS AND PROCEDURES

EVALUATION OF CONTROLS AND PROCEDURES

Within 90 days prior to the filing of this report, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer (CEO) and Chief Financial Officer (CFO), an evaluation of the effectiveness of the Company's disclosure controls and procedures was performed. Based on this evaluation, the CEO and CFO have concluded that the Company's disclosure controls and procedures are effective to ensure that material information is recorded, processed, summarized and reported by management of the Company on a timely basis in order to comply with the Company's disclosure obligations under the Securities Exchange Act of 1934 and the SEC rules thereunder.

CHANGES IN INTERNAL CONTROLS

There were no significant changes in the Company's internal controls or in other factors that could significantly affect these controls subsequent to the date of the evaluation.

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. On October 17, 2002, the court granted summary adjudication in favor of the Company on the plaintiff's false advertising claim on behalf of the general public relating to hemming fees, and also reaffirmed its earlier ruling denying class certification. The court found there were triable issues of fact, and therefore denied summary adjudication on the remaining claims. The court has set a trial date of February 24, 2003. 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 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) EXHIBITS.

<Table>
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Exhibit Number		Exhibit Index
<S>		<C>
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).

</Table>

(b) REPORTS ON FORM 8-K.

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.

On December 5, 2002, the Company filed a current report on Form 8-K related to certain changes made to the Company's 401(k) Savings Plan.

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: December 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, 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;

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;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

   a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

   c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Dated: December 17, 2002

By /s/ GEORGE ZIMMER

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

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;

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;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

   a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

   c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Dated: December 17, 2002

By /s/ NEILL P. DAVIS

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

INDEX TO EXHIBITS

<Table>
<Caption>

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

</Table>

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 November 2, 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: December 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 November 2, 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: December 17, 2002

By /s/ NEILL P. DAVIS

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