## FORM 4

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

OMB APPROVAL

0.5

	Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMEN	IT OF CHANGES IN BENEFICIAL OWNE	ERSHIP	OMB Number: 3235-02 Estimated average burden	
	J obligations may continue. See Instruction 1(b).	Filed	pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940		hours per response:	0.5
1.	Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol	5. Relationship of R	Reporting Person(s) to Is	ssuer

1. Name and Add	isa	erson	<u>CARTERS INC</u> [ CRI ]	(Check	(Check all applicable) Director 10% Own			
(Last) 1170 PEACHT	(First) TREE STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2012		below) EVP Brand	Other (specify below) Leader		
(Street) ATLANTA (City)	GA (State)	30309 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Fili Form filed by One Re Form filed by More th Person	eporting Person		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								

2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150. 4)
02/16/2012		F		2,155 <sup>(1)</sup>	D	\$43.72	32,179 <sup>(2)</sup>	D	
	2. Transaction Date (Month/Day/Year)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2006 (8) Code	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2Code (Instr. 8) Code V	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 8) 4. Securities (Instr. 5)   0 Code V Amount	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 8) 4. Securities Acquired Disposed Of (D) (Instr. 5)   2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Code (Instr. 8) 5.   2. Transaction Date (Month/Day/Year) Code V Amount (A) or (D)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, (Month/Day/Year) 3. (Month/Day/Year) 3. (Month/Day/Year) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Code (Instr. 8) Code V Amount (A) or (D) Price	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction (Month/Day/Year) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction (B ary (Month/Day/Year) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 6. Date Exercisable and Expiration Date (Month/Day/Year) 8. Price of Derivative 1. Title of 3. Transaction 7. Title and 9. Number of 3A. Deemed 5. Number 10. 11. Nature Derivative Security (Instr. 3) Conversion Execution Date Transaction Amount of derivative Ownership of Indirect Date (Month/Day/Year) of Derivative Code (Instr. 8) Securities Security (Instr. 5) or Exercise if anv Securities Form: Beneficial Beneficially Owned Price of Derivative (Month/Day/Year) Securities Underlying Direct (D) Ownership (Instr. 4) Acquired (A) or Disposed or Indirect (I) (Instr. 4) Derivative Following Reported Security Security (Instr. 3 and 4) of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount o Number Date Expiration of Code v (A) (D) Exercisable Date Title Shares

Explanation of Responses:

1. The transaction reported in this Form 4 reflects withholding of shares of common stock to satisfy tax withholding obligations resulting from the vesting of restricted stock. 2. Some of these shares are subject to time-vesting restrictions.

**Remarks:** 

/s/Brendan M. Gibbons, Attorney-in-Fact for Lisa **Fitzgerald** 

02/21/2012

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.