

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>FIFTH BERKSHIRE ASSOCIATES LLC</u>  (Last) (First) (Middle) <u>C/O BERKSHIRE PARTNERS LLC</u> <u>ONE BOSTON PLACE SUITE 3300</u>  (Street) <u>BOSTON MA 02108</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CARTERS INC [ CRI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/29/2004</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		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)	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			
Common Stock	09/29/2004		S		7,780,401	D	\$26.2	9,604,978	I	See Footnote <sup>(1)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
FIFTH BERKSHIRE ASSOCIATES LLC  
 (Last) (First) (Middle)  
C/O BERKSHIRE PARTNERS LLC  
ONE BOSTON PLACE SUITE 3300  
 (Street)  
BOSTON MA 02108  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BERKSHIRE FUND V L P  
 (Last) (First) (Middle)  
C/O BERKSHIRE PARTNERS LLC  
ONE BOSTON PLACE SUITE 3300  
 (Street)  
BOSTON MA 02108  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BERKSHIRE FUND V COINVESTMENT FUND LTD PARTNERSHIP  
 (Last) (First) (Middle)

(Last) (First) (Middle)

C/O BERKSHIRE PARTNERS LLC  
ONE BOSTON PLACE SUITE 3300

(Street)  
BOSTON MA 02108

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

BERKSHIRE INVESTORS LLC

(Last) (First) (Middle)

C/O BERKSHIRE PARTNERS LLC  
ONE BOSTON PLACE SUITE 3300

(Street)  
BOSTON MA 02108

(City) (State) (Zip)

**Explanation of Responses:**

1. Fifth Berkshire Associates LLC ("FBA"), as the sole general partner of Berkshire Fund V, Limited Partnership ("Fund V") and Berkshire Fund V Coinvestment Fund, Limited Partnership ("Coinvest Fund"), may be deemed to share voting and dispositive power with respect to the 6,525,280 shares of common stock of the Issuer (the "Common Stock") directly held by Fund V (after giving effect to the transactions reported on this Form 4) and the 3,079,698 shares of Common Stock directly held by Coinvest Fund (after giving effect to the transactions reported on this Form 4) (see Exhibit 99 to this Form 4). FBA disclaims beneficial ownership of such shares of Common Stock except to the extent of its pecuniary interest in such shares.

**Remarks:**

See Exhibit 99.1

/s/ Ross M. Jones, as Managing  
Director of Fifth Berkshire 09/29/2004  
Associates LLC

\*\* 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.

**Attachment to Form 4 — Joint Filer Information**

Pursuant to Instruction 4(b)(v) of the General Instructions to Form 4, this joint filer information is also being filed on behalf of the Reporting Persons set forth below as an exhibit to the Form 4 filed by Fifth Berkshire Associates LLC. The date of event requiring this statement is 09/29/04 and the securities to which this Form 4 relates are shares of common stock of Carter's, Inc.

**TABLE I: Non-Derivative Securities Beneficially Owned**

Name and Address of Reporting Person	Transaction Code	Securities Disposed of (D)	Price	Amount of Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form: Direct (D) or Indirect (I)	Nature of Indirect Beneficial Ownership
Berkshire Fund V, Limited Partnership	S	5,285,727	\$26.20	6,525,280	D	
Berkshire Fund V Coinvestment Fund, Limited Partnership	S	2,494,674	\$26.20	3,079,698	D	
Berkshire Investors LLC (a)	S	528,572	\$26.20	652,528	D	

(a) Berkshire Investors LLC may be deemed to be, but does not admit to being, a member of a "group" holding over 10% of the outstanding Common Stock of the Issuer for purposes of Section 13(d)(3) of the Exchange Act.

The address of each of the above-listed Reporting Person is c/o Berkshire Partners LLC, One Boston Place, Suite 3300, Boston, Massachusetts 02108

Signature of Reporting Persons:

BERKSHIRE FUND V, LIMITED PARTNERSHIP

By: Fifth Berkshire Associates LLC,  
its General Partner

By: /s/ Ross M. Jones

Name: Ross M. Jones  
Title: Managing Director

BERKSHIRE FUND V COINVESTMENT FUND, LIMITED PARTNERSHIP

By: Fifth Berkshire Associates LLC,  
its General Partner

By: /s/ Ross M. Jones

Name: Ross M. Jones  
Title: Managing Director

BERKSHIRE INVESTORS LLC

By: /s/ Ross M. Jones

Name: Ross M. Jones  
Title: Managing Director