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### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 burd	en
hours per response:	0.5

1. Name and Address of Reporting Person* <u>Williams Jeffrey B.</u>			2. Issuer Name and Ticker or Trading Symbol <u>CARTERS INC</u> [ CRI ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) 3438 PEACHTH SUITE 1800	138 PEACHTREE ROAD NE		3. Date of Earliest Transaction (Month/Day/Year) 02/16/2016	X	Officer (give title below) Senior VP R	Other (specify below) etail		
(Street) ATLANTA (City)	GA (State)	30326 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repo Form filed by More thar Person	orting Person		

#### 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)	Transaction Code (Instr.		4. Securities A Disposed Of ( 5)			5. Amount of Securities Beneficially Owned Following Reported	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)		(11311.4)
Common Stock	02/16/2016		Α		2,460 <sup>(1)</sup>	Α	\$0 <sup>(2)</sup>	31,910 <sup>(3)</sup>	D	
Common Stock	02/16/2016		Α		1,700 <sup>(4)</sup>	Α	<b>\$0</b> <sup>(2)</sup>	33,610 <sup>(3)</sup>	D	

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

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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. Transa Code ( 8)		Derivative		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	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Employee Stock Option (Right to Purchase)	\$90.66	02/16/2016		A		2,600 <sup>(5)</sup>		02/16/2017	02/16/2026	Common Stock	2,600	\$0	2,600	D	

Explanation of Responses:

1. These restricted shares are subject to restrictions that lapse in four equal annual installments beginning one year from the grant date.

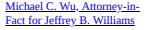
2. Granted at no cost to the reporting person.

3. Some of these shares are restricted shares that are subject to either time-vesting or performance-based restrictions

4. These restricted shares cliff vest based upon the achievement of certain 2018 earnings targets.

5. These time-vesting options are exercisable in four equal annual installments beginning one year from the grant date.

Remarks:



\*\* Signature of Reporting Person

02/18/2016

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.