

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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|--|--|---|
| 1. Name and Address of Reporting Person * <u>Williams Jeffrey B.</u> (Last) (First) (Middle) <u>3438 PEACHTREE ROAD NE</u> <u>SUITE1800</u> (Street) <u>ATLANTA</u> <u>GA</u> <u>30326</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>CARTERS INC [CRI]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/03/2015</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior VP Retail</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting 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) | 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 | 03/03/2015 | | M | | 6,000 | A | \$18.14 | 36,049 ⁽³⁾ | D | |
| Common Stock | 03/03/2015 | | S | | 6,000 | D | \$90.37 ⁽²⁾ | 30,049 ⁽³⁾ | D | |
| Common Stock | 03/03/2015 | | M | | 3,000 | A | \$28.04 | 33,049 ⁽³⁾ | D | |
| Common Stock | 03/03/2015 | | S | | 3,000 | D | \$90.37 ⁽²⁾ | 30,049 ⁽³⁾ | D | |

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) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 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 Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|----------------------|--|-----------------|---|----------------------------|--|--|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (Right to Purchase) | \$18.14 | 03/03/2015 | | M | | | 6,000 ⁽¹⁾ | 03/12/2010 | 03/12/2019 | Common Stock | 6,000 | \$0 | 0 | D | |
| Employee Stock Option (Right to Purchase) | \$28.04 | 03/03/2015 | | M | | | 3,000 ⁽¹⁾ | 02/16/2011 | 02/16/2020 | Common Stock | 3,000 | \$0 | 2,000 | D | |

Explanation of Responses:

1. These options are fully exercisable.
2. This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$90.30 to \$90.42, inclusive. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
3. Some of these shares are restricted shares that are subject to either time-vesting or performance-based restrictions.

Remarks:

Michael C. Wu, Attorney-in-Fact for Jeffrey Williams 03/05/2015
** 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.