FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

neck this box if no longer subject to section 16. Form 4 or Form 5	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
obligations may continue. See	
Instruction 1(b).	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* Westenberger Richard F.					2. Issuer Name and Ticker or Trading Symbol CARTERS INC [CRI]									Check all	all applicable) Director Officer (give title		g Person(s) to Issuer 10% Owner Other (specify		
(Last) (First) (Middle) 1170 PEACHTREE STREET SUITE 900				3. Date of Earliest Transaction (Month/Day/Year) 02/22/2013										A b	below) Chief Final		below) ncial Officer		
				_ 4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									ine) X F F	•				
	Tabl	e I - Noi	ո-Deriv	/ative	Se	curiti	es Acc	quired,	Dis	posed o	f, oı	Ben	efici	ally Ov	vned				
Da					ar)	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disposed Code (Instr. 5)						nd Se Be Ov	ecurities eneficially wned 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	_ Tr	ansaction(s)			(111511.4)	
Stock			02/22	2/2013	3		F ⁽¹⁾ 476 D \$58.41 46,550 ⁽²⁾						D						
Stock			02/2	4/2013	3			F ⁽¹⁾		1,918		D	\$58	.41	44,632(2)				
	Та													y Own	ed				
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Da ear) if any			ode (Instr.		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		on Dat	e aar)	Amour		ount	Derivati Securit	derivativ y Securitie) Beneficia Owned Followin Reported	e s ally g	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(Final Conversion or Exercise Price of Derivative	(First) (ACHTREE STREET OO CACHTREE STREET OO CACHTREET	(First) (Middle) ACHTREE STREET OO CA GA 30309 (State) (Zip) Table I - Nor Security (Instr. 3) Stock Stock Table II - I (Conversion or Exercise Price of Derivative Price of Derivative III (Month/Day/Year) ACHTREE STREET (Middle) (Zip) Table II - I (Middle) ACHTREE STREET (Middle) (Zip) Table II - I (Middle) ACHTREE STREET (Middle) (Zip) Table II - I (Middle) ACHTREE STREET (Middle) ACHTREE STREET (Middle) (Zip) (Zip) (Zip) (Zip) (Zip) (Zip) (Zip) (Zip) (Zip) (All Pickers of Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(First) (Middle) ACHTREE STREET 00 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) Stock Conversion or Exercise Price of Perivative Price of Derivative (Month/Day/Year) (Middle) (Zip) Table I - Non-Deriv 2. Trans Date (Month/ (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year)	berger Richard F. 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(A) or Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year)	CARTERS INC [CRI] (First) (Middle) ACHTREE STREET (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Execurity (Instr. 3) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (Instr. 1) (Month/Day/Year) (Month/Day/Year) Stock (2/22/2013 (Month/Day/Year) Stock (2/22/2013 (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (Instr. 1) (Code (Instr. 5) (Code (Instr. 6) (Gode (Instr. 6)	CARTERS INC [CRI] (First) (Middle) ACHTREE STREET O0 ACHTREE STREET O0 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Benefice (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock O2/22/2013 2. 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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 restricted shares that are subject to either time-vesting or performance-based restrictions.

Remarks:

/s/Brendan M. Gibbons, Attorney-in-Fact for Richard F. 02/26/2013 <u>Westenberge</u>

** 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.