

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>FIFTH BERKSHIRE ASSOCIATES LLC</u> <hr/> (Last) (First) (Middle) C/O BERKSHIRE PARTNERS LLC ONE BOSTON PLACE, SUITE 3300 <hr/> (Street) BOSTON MA 02108 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/23/2003	3. Issuer Name and Ticker or Trading Symbol <u>CARTERS INC [CRI]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	19,037,150	I	See Footnote ⁽¹⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	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 IV COINVESTMENT FUND LTD PARTNERSHIP

 (Last) (First) (Middle)
 C/O BERKSHIRE PARTNERS LLC
 ONE BOSTON PLACE, SUITE 3300

 (City) (State) (Zip)

(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 12,933,161 shares of common stock of the Issuer "Common Stock" directly held by Fund V and the 6,103,989 shares of Common Stock directly held by Coinvest Fund (see Exhibit 99 to this Form 3). FBA disclaims beneficial ownership of such shares of Common Stock except to the extent of its pecuniary interest in such shares.

By: /s/ Bradley M. Bloom,
Managing Director of Fifth
Berkshire Associates LLC

10/23/2003

** 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 5 (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 3 — Joint Filer Information

Pursuant to Instruction 5(b)(v) of the General Instructions to Form 3, this joint filer information is also being filed on behalf of the Reporting Persons set forth below as an exhibit to the Form 3 filed by Fifth Berkshire Associates LLC with respect to beneficial ownership of securities of Carter's, Inc. (CRI). The date of event requiring this statement is 10/23/03.

TABLE I: Non-Derivative Securities Beneficially Owned

Name and Address of Reporting Person	Amount or Number of Shares	Ownership Form of Derivative Security: Direct (D) or Indirect (I)	Nature of Indirect Beneficial Ownership
Berkshire Fund V, Limited Partnership	12,933,161	D	
Berkshire Fund V Coinvestment Fund, Limited Partnership	6,103,989	D	
Berkshire Investors LLC (a)	1,293,315	D	

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

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

Signature of Reporting Persons:

BERKSHIRE FUND V, LIMITED PARTNERSHIP

By: Fifth Berkshire Associates LLC,
its General Partner

By: /s/ Bradley M. Bloom
Name: Bradley M. Bloom
Title: Managing Director

BERKSHIRE FUND V COINVESTMENT FUND, LIMITED PARTNERSHIP

By: Fifth Berkshire Associates LLC,
its General Partner

By: /s/ Bradley M. Bloom
Name: Bradley M. Bloom
Title: Managing Director

BERKSHIRE INVESTORS LLC

By: /s/ Bradley M. Bloom
Name: Bradley M. Bloom
Title: Managing Director