FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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STATEMENT OF CHAN	GES IN RENEEICIAL	OWNERSHIP
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in, D.C. 20549	OMB APPROVAL

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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

1. Name and Address of Reporting Person  Berkshire Partners LLC  (Last) (First) (Middle)  200 CLARENDON STREET  35TH FLOOR		CARTERS INC [ CRI ]  S. Relationship of Reporting Person(s) to issue (Check all applicable)  Director X 10% Owner  Officer (give title Other (specify														
		3. Date of Ear 04/26/2012	liest Trans	tle Other (specify below)												
531H FLOOR			4. If Amendme	ent, Date o	of Origin	nal Filed (Montl	6. Ind Line)	ividual or Joint/Gr	oup Filing (Che	ck Applicable						
(Street) BOSTON	I M.	Α (	)2116									Form filed by One Reporting Person  X Form filed by More than One Reporting Person				
(City)	(St	ate) (	Zip)													
		Tabl	e I - Non-Deriv	ative Securi	ties Ac	quire	d, Dispose	d of, o	r Benefic	ially	Owned					
Date		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	saction (Instr.	4. Securities A Of (D) (Instr. 3		equired (A) or Disposed 4 and 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)		, ,			
Common	Stock		04/26/2012		S		186,561(1)	D	\$55.726	(1)(2)	805,979	D <sup>(6)</sup>				
Common	Stock		04/26/2012		S		18,643(1)	D	\$55.726	(1)(2)	125,653	<b>D</b> <sup>(7)</sup>				
Common	Stock		04/26/2012		S		1,638(1)	D	\$55.726	(1)(2)	5,306	D <sup>(8)</sup>				
Common	Stock		04/26/2012		S		19,170(1)	D	\$55.726	(1)(2)	84,930	D <sup>(9)</sup>				
Common	Stock		04/26/2012		S		74,670 <sup>(1)</sup>	D	\$55.726	(1)(2)	7,716,710	I	See Notes <sup>(10)(11)</sup>			
Common	Stock		04/26/2012		S		4,840(1)	D	\$56.6121	(1)(3)	801,139	D <sup>(6)</sup>				
Common	Stock		04/26/2012		S		484(1)	D	\$56.6121	(1)(3)	125,169	D <sup>(7)</sup>				
Common	Stock		04/26/2012		S		42(1)	D	\$56.6121	(1)(3)	5,264	D <sup>(8)</sup>				
Common	Stock		04/26/2012		S		497(1)	D	\$56.6121	(1)(3)	84,433	D <sup>(9)</sup>				
Common	Stock		04/26/2012		S		1,937(1)	D	\$56.6121	L <sup>(1)(3)</sup>	7,714,773	I	See Notes <sup>(11)(12)</sup>			
Common	Stock		04/27/2012		S		151,250 <sup>(1)</sup>	D	\$55.3539	) <sup>(1)(4)</sup>	649,889	D <sup>(6)</sup>				
Common	Stock		04/27/2012		S		15,716(1)	D	\$55.3539	<b>)</b> (1)(4)	109,453	<b>D</b> <sup>(7)</sup>				
Common	Stock		04/27/2012		S		1,305(1)	D	\$55.3539	<b>)</b> (1)(4)	3,959	D <sup>(8)</sup>				
Common	Stock		04/27/2012		S		15,571 <sup>(1)</sup>	D	\$55.3539	<b>)</b> (1)(4)	68,862	D <sup>(9)</sup>				
Common	Stock		04/27/2012		S		59,488(1)	D	\$55.3539	<b>)</b> (1)(4)	7,655,285	I	See Notes <sup>(11)(13)</sup>			
Common	Stock		04/30/2012		S		149,087(1)	D	\$54.2987	7(1)(5)	500,802	D <sup>(6)</sup>				
Common	Stock		04/30/2012		S		15,359(1)	D	\$54.2987	7(1)(5)	94,094	D <sup>(7)</sup>				
Common	Stock		04/30/2012		S		1,291(1)	D	\$54.2987	7(1)(5)	2,668	D <sup>(8)</sup>				
Common	Stock		04/30/2012		S		15,345(1)	D	\$54.2987	7(1)(5)	53,517	D <sup>(9)</sup>				
Common	Stock		04/30/2012		S		58,918(1)	D	\$54.2987(1)(4)		7,596,367	I	See Notes <sup>(11)(14)</sup>			
		Та	ble II - Derivati (e.g., pu	ive Securitie ıts, calls, wa							wned					
1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3A. Deemed Execution Date, if any (Month/Day/Year)		Transaction of Code (Instr. 8) Se Ad (A Di of (Ir Ir I	5. Number of		6. Date Exercisable and Expiration Date (Month/Day/Year)		Amount of Securities		Price of civative securities str. 5)  9. Numbe derivative securities Beneficia Owned Following Reported Transacti (Instr. 4)	Ownersl Form: Direct (I or Indire (I) (Instr.	Beneficial Ownership ct (Instr. 4)					

		Та	ble II - Deriva					ired, Disp options, o				y Owned			
1. Title of	2. Conversion	3. Transaction	3A. Deemed	Code	+	_	m(DD)r	Date Expiration De	Expiration is Datable and		of a©sidares	8. Price of	9. Number of derivative	10. Ownership	11. Nature
Security (insti. 3) an Berkshi	or Exercise opinion of price of reperpative security	(Month/Day/Year) Reporting Person rs LLC	if any (Month/Day/Year)	Code 8)	(Instr			'ear)	Securities Underlying Derivative Security (Instr. 3 and 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
	I RENDON :	(First) STREET	(Middle)												
35TH FL (Street)	.OOR   			<u> </u>	<del>-</del>						Amount or				
BOSTON	N   	MA	02116	Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Number of Shares				
(City)		(State)	(Zip)												
		Reporting Person* re Associates	<u>LLC</u>												
	RKSHIRE P	(First) ARTNERS LLC STREET, 35TH													
(Street)	V	MA	02116		_										
(City)		(State)	(Zip)												
		Reporting Person*													
	RKSHIRE P	(First) ARTNERS LLC STREET, 35TH													
(Street)	V	MA	02116		_										
(City)		(State)	(Zip)												
		Reporting Person*  JND VII-A L	<u>P.</u>												

(First)

 $\mathbf{M}\mathbf{A}$ 

(State)

STOCKBRIDGE ASSOCIATES LLC

(First)

 $\mathbf{M}\mathbf{A}$ 

(State)

(First)

1. Name and Address of Reporting Person\* Stockbridge Fund, L.P.

C/O BERKSHIRE PARTNERS LLC

C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR

1. Name and Address of Reporting  $\mathsf{Person}^{\star}$ 

200 CLARENDON STREET

(Middle)

02116

(Zip)

(Middle)

02116

(Zip)

(Middle)

(Last)

(Street)
BOSTON

(City)

(Last)

(Street)
BOSTON

(City)

35TH FLOOR

200 CLARENDON STREET, 35TH FLOOR									
(Street) BOSTON	MA	02116							
(City)	(State)	(Zip)							
Name and Address of Reporting Person*     Stockbridge Fund M, L.P.									
(Last) 200 CLARENDON	(First) STREET	(Middle)							
35TH FLOOR									
(Street) BOSTON	MA	02116							
(City)	(State)	(Zip)							
1. Name and Address of Stockbridge Ab	f Reporting Person <sup>*</sup> Solute Return Fu	<u>nd, L.P.</u>							
(Last)	(First)	(Middle)							
C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR									
(Street) BOSTON	MA	02116							
(City)	(State)	(Zip)							
Name and Address of Reporting Person*     Stockbridge Master Fund (OS), L.P.									
(Last) 200 CLARENDON 35TH FLOOR	(First)	(Middle)							
(Street) BOSTON	MA	02116							
(City)	(State)	(Zip)							
1. Name and Address of Reporting Person*  BERKSHIRE FUND VII L.P.									
(Last) C/O BERKSHIRE	(First)	(Middle)							
200 CLARENDON STREET, 35TH FLOOR									
(Street) BOSTON	MA	02108							
(City)	(State)	(Zip)							

#### **Explanation of Responses:**

- 1. The number of securities reported represents an aggregate number of shares sold in multiple open market transactions over a range of purchase prices. The price reported represents the weighted average price. The applicable Reporting Person undertakes to provide the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares sold by such Reporting Person at each separate price within the range.
- 2. Sale prices range from \$55.40 to \$56.39 per share, inclusive.
- 3. Sale prices range from \$56.40 to \$56.77 per share, inclusive.
- 4. Sale prices range from \$55.00 to \$55.625 per share, inclusive.
- 5. Sale prices range from \$54.15 to \$54.92 per share, inclusive.
- 6. Represents shares held directly by Stockbridge Fund, L.P. ("Stockbridge Fund"). Stockbridge Associates LLC ("SA LLC") is the sole general partner of Stockbridge Fund. SA LLC disclaims beneficial ownership of such shares of common stock except to the extent of its pecuniary interest therein. Stockbridge Fund and SA LLC may be deemed to be, but do 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 Securities Exchange Act of 1934.
- 7. Represents shares held directly by Stockbridge Fund M, L.P. ("Stockbridge M"). SA LLC is the sole general partner of Stockbridge M. SA LLC disclaims beneficial ownership of such shares of common stock except to the extent of its pecuniary interest therein. Stockbridge M and SA LLC may be deemed to be, but do 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 Securities Exchange Act of 1934.
- 8. Represents shares held directly by Stockbridge Absolute Return Fund, L.P. ("Stockbridge Absolute"). SA LLC is the sole general partner of Stockbridge Absolute. SA LLC disclaims beneficial ownership of such shares of common stock except to the extent of its pecuniary interest therein. Stockbridge Absolute and SA LLC may be deemed to be, but do 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 Securities Exchange Act of 1934.
- 9. Represents shares held directly by Stockbridge Master Fund (OS), L.P. ("Master Fund"). SA LLC is the sole general partner of Master Fund. SA LLC disclaims beneficial ownership of such shares of common stock except to the extent of its pecuniary interest therein. Master Fund and SA LLC may be deemed to be, but do 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 Securities Exchange Act of 1934.

10. Represents shares held indirectly by Berkshire Partners LLC ("Berkshire Partners"), Seventh Berkshire Associates LLC ("7BA") and Stockbridge Partners LLC ("Stockbridge Partners"). Berkshire Fund VII, L.P. ("Fund VII-A") has a total ownership of 1,176,400 shares. Stockbridge Partners sold 74,670 shares for a total ownership of 247,814 shares on behalf of a managed account.

- 11. 7BA is the sole general partner of Fund VII and Fund VII-A. Berkshire Partners, 7BA and Stockbridge Partners are under common control and may be deemed to be, but do not admit to being, a group for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934. Each of Berkshire Partners, 7BA and Stockbridge Partners disclaims beneficial ownership of any securities except to the extent of its pecuniary interest therein.
- 12. Represents shares held indirectly by Berkshire Partners, 7BA and Stockbridge Partners. Fund VII has a total ownership of 6,292,496 shares. Fund VII-A has a total ownership of 1,176,400 shares. Stockbridge Partners sold 1,937 shares for a total ownership of 245,877 shares on behalf of a managed account.
- 13. Represents shares held indirectly by Berkshire Partners, 7BA and Stockbridge Partners. Fund VII has a total ownership of 6,292,496 shares. Fund VII-A has a total ownership of 1,176,400 shares. Stockbridge Partners sold 59,488 shares for a total ownership of 186,389 shares on behalf of a managed account.
- 14. Represents shares held indirectly by Berkshire Partners, 7BA and Stockbridge Partners. Fund VII has a total ownership of 6,292,496 shares. Fund VII-A has a total ownership of 1,176,400 shares. Stockbridge Partners sold 58,918 shares for a total ownership of 127,471 shares on behalf of a managed account.

#### Remarks

Exhibit 99.1 (Joint Filer Information) incorporated herein by reference. Due to the technical limitation on the amount of transactions that can be reported, this Form 4 is being filed in two parts. This is Part 1 of 2.

Sharlyn C. Heslam, Managing

Director, Berkshire Partners 04/30/2012

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.

Name of Joint Filer: SEVENTH BERKSHIRE ASSOCIATES LLC

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC

200 CLARENDON STREET, 35TH FLOOR

BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction Required to be Reported (Month/Day/Year):

4/26/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

SEVENTH BERKSHIRE ASSOCIATES LLC

By: /s/ Sharlyn C. Heslam

Name: Sharlyn C. Heslam Title: Managing Director

Name of Joint Filer:

STOCKBRIDGE PARTNERS LLC

Address of Joint Filer:

C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR

BOSTON, MA 02116

10% Owner

Issuer Name and Ticker or Trading Symbol:

CARTER'S, INC. [CRI]

Date of Event Requiring Statement (Month/Day/Year):

Relationship of Joint Filer to Issuer:

4/26/2012

Designated Filer:

BERKSHIRE PARTNERS LLC

Signature:

By:

STOCKBRIDGE PARTNERS LLC

By: Berkshire Partners LLC,

its sole Managing Member

Berkshire Partners Holdings LLC,

its sole managing member

/s/ Sharlyn C. Heslam By:

Sharlyn C. Heslam Name: Managing Director Title:

Name of Joint Filer: BERKSHIRE FUND VII, L.P.

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC

200 CLARENDON STREET, 35TH FLOOR

BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction Required to be Reported

(Month/Day/Year):

4/26/2012 Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

BERKSHIRE FUND VII, L.P.

By: Seventh Berkshire Associates LLC,

its general partner

By: /s/ Sharlyn C. Heslam

Name: Sharlyn C. Heslam Title: Managing Director

Name of Joint Filer: BERKSHIRE FUND VII-A, L.P.

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC

200 CLARENDON STREET, 35TH FLOOR

BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction Required to be Reported

(Month/Day/Year): 4/26/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

BERKSHIRE FUND VII-A, L.P.

By: Seventh Berkshire Associates LLC,

its general partner

By: /s/ Sharlyn C. Heslam

Name: Sharlyn C. Heslam Title: Managing Director

Name of Joint Filer: BERKSHIRE INVESTORS IV LLC

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC

200 CLARENDON STREET, 35TH FLOOR

BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction Required to be Reported (Month/Day/Year):

4/26/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

BERKSHIRE INVESTORS IV LLC

/s/ Sharlyn C. Heslam By:

Name: Sharlyn C. Heslam Title: Managing Director

Name of Joint Filer: BERKSHIRE INVESTORS III LLC

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC

200 CLARENDON STREET, 35TH FLOOR

BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction Required to be Reported (Month/Day/Year):

4/26/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

BERKSHIRE INVESTORS III LLC

By: /s/ Sharlyn C. Heslam
Name: Sharlyn C. Heslam
Title: Managing Director

Name of Joint Filer: STOCKBRIDGE ASSOCIATES LLC

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC

200 CLARENDON STREET, 35TH FLOOR

BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction Required to be Reported (Month/Day/Year):

4/26/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

STOCKBRIDGE ASSOCIATES LLC

By: /s/ Sharlyn C. Heslam
Name: Sharlyn C. Heslam
Title: Managing Director

Name of Joint Filer: STOCKBRIDGE FUND, L.P.

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC

200 CLARENDON STREET, 35TH FLOOR

BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction Required to be Reported (Month/Day/Year):

4/26/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

STOCKBRIDGE FUND, L.P.

By: Stockbridge Associates LLC,

its general partner

By: /s/ Sharlyn C. Heslam

Name: Sharlyn C. Heslam Title: Managing Director

Name of Joint Filer: STOCKBRIDGE FUND M, L.P.

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC

200 CLARENDON STREET, 35TH FLOOR

BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction Required to be Reported (Month/Day/Year):

4/26/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

STOCKBRIDGE FUND M, L.P.

By: Stockbridge Associates LLC,

its general partner

By: /s/ Sharlyn C. Heslam

Name: Sharlyn C. Heslam Title: Managing Director

Name of Joint Filer: STOCKBRIDGE ABSOLUTE RETURN FUND, L.P.

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC

200 CLARENDON STREET, 35TH FLOOR

BOSTON, MA 02116

4/26/2012

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

**Date of Earliest Transaction** Required to be Reported (Month/Day/Year):

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

STOCKBRIDGE ABSOLUTE RETURN FUND, L.P.

By: Stockbridge Associates LLC,

its general partner

/s/ Sharlyn C. Heslam By:

Sharlyn C. Heslam Name: Managing Director Title:

Name of Joint Filer: STOCKBRIDGE MASTER FUND (OS), L.P.

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC

200 CLARENDON STREET, 35TH FLOOR

BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction Required to be Reported (Month/Day/Year):

Signature:

(Month/Day/Year): 4/26/2012

Designated Filer: BERKSHIRE PARTNERS LLC

STOCKBRIDGE MASTER FUND (OS), L.P.

By: Stockbridge Associates LLC,

its general partner

By: /s/ Sharlyn C. Heslam

Name: Sharlyn C. Heslam Title: Managing Director