FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPRO	VAL							
	OMB Number:	3235-0287							
l	Estimated average burden								
l	hours per response:	0.5							

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

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

4 None	-l A -l -l f	D*			2 19	SUE	Name a	nd Tick	er or Trac	dina 9	Symbol			5	Rela	tionshi	n of Reportin	n Perso	nn(s) to Is	SHET	
Name and Address of Reporting Person*     Williams Jeffrey B.						2. Issuer Name <b>and</b> Ticker or Trading Symbol CARTERS INC [ CRI ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
<u>williali</u>	<u>is Jeiliey</u>	<u>D.</u>														Direc			10% C	-	
															X Office below		cer (give title ow)		Other (specify below)		
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 08/09/2014									Senior VP Retail						
3438 PEACHTREE ROAD NE						00/03/2014															
SUITE1800																					
					.   4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street)			0000													X Form filed by One Reporting Person					
ATLANT	'A GA	A 3	30326												Form filed by More than One Reporting						
,					1											Pers	on				
(City)	(St	ate) (2	Zip)																		
		Tabl	e I - Nor	n-Deriv	ative	Se	curitie	s Acq	uired,	Dis	posed o	f, oı	r Ben	eficia	ally	Owne	ed				
1. Title of S	ecurity (Inst	r. 3)		2. Trans	action					3. 4. Securities Acquired (A)							ount of	6. Own		7. Nature of Indirect	
				Date (Month/I	Day/Yea				Code (	Transaction Disposed Of (D) (Instr. 3, 4) Code (Instr. 5)				3, 4 a	Benef		cially	(D) or I	orm: Direct D) or Indirect	Beneficial	
					[		(Month/Day/Year)		8)					Repor			(I) (Insi 	l) (Instr. 4)	Ownership (Instr. 4)		
									Code	v	Amount		(A) or (D)	Price	•	Transaction(s) (Instr. 3 and 4)					
Common Stock 08/09/									F		504(1)	)	D \$7		<sup>7</sup> 9.5 28,376 <sup>(2)</sup>		3,376(2)	]	D		
		Ta	ble II - D	Derivat	ive S	ecu	rities	Acaui	red. Di	spo	sed of.	or B	Benefi	ciall	v Ov	vned		,			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																					
1. Title of Derivative	2. Conversion	3. Transaction Date	3A. Deemo		4. Transaction Code (Instr		n of I r. Derivative (		6. Date Exercisa Expiration Date			7. Title and Amount of			8. Price of Derivative		9. Number of derivative		10. Ownership	11. Nature of Indirect	
Security	or Exercise	(Month/Day/Year)	if any	, i					(Month/D			Securities			Security		Securities	Fo	Form:	Beneficial	
(Instr. 3)	Price of Derivative		(Month/Day/	iy/Year)	8)		Securities Acquired					Underlying Derivative			(Instr. 5)		Beneficially Owned	or	Direct (D) or Indirect	Ownership (Instr. 4)	
Security						(A) or Disposed of (D) (Instr. 3, 4			Security (Ir and 4)				str. 3			Following Reported		(I) (Instr. 4)			
																Transaction (Instr. 4)	(s)				
						and 5)								_		,					
										Amoui		ount									
								D-4-		F		Nur	nber								
					Code	v	(A)		Date Exercisal		Expiration Date	Title	of Sha	res							

## 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/Michael Wu, Attorney-in-Fact for Jeffrey Williams 08/12/2014

\*\* 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.