FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

_	OMB APP	OMB APPROVAL						
	OMP Number:	2225 020						

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

OIVID APPROVAL							
OMB Number: 3235-028							
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hours per response:	0.5						

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  (Street) ATLANTA GA  30326  (City) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Transaction (Month/Day/Year)  (Month/Day/Year)  2. Transaction (Month/Day/Year)  (Month/Day/Year)  (Street) ATLANTA GA  30326  (City) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Transaction (Month/Day/Year)  (Month/	Name and Address of Reporting Person*     Williams Jeffrey B.						2. Issuer Name and Ticker or Trading Symbol CARTERS INC [ CRI ]									Check	all app Direc	blicable) ctor	1	Person(s) to Issu 10% Ow Other (s)	
4. If Amendment, Date of Original Filled (Month/Day/Year)  (Street) ATLANTA GA 30326  (City) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  Common Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  (Beneficially Owned)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  (Code   V   Amount   (A) or   (D) or   Price   (D) or Indirect   (D) or Indirect	3438 PEACHTREE ROAD NE															·					
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (A) or Disposed Of (D) (Instr. 3, 4 and 5)  3. Transaction Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 4)  5. Amount (A) or Price (D) or Indirect (D) or Indir	(Street) ATLANTA GA 30326					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									X Form filed by One Reporting Person  Form filed by More than One Reporting					
Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Disposed Of (D) (Instr. 3, 4 and 5)   Disposed Of (D) (Instr. 3, 4 and 4)   Disposed Of (D) (Instr. 3, 4 and 4)   Disposed Of (D) (Instr. 3, 4 and 4)   Disposed Of (D) (Instr. 4)   Disposed Of (D) (Instr. 3, 4 and 4)   Disposed Of (D) (Instr. 4)			Tabl	e I - Noi	n-Deriv	ative	Sec	curitie	s Acq	uired,	Dis	posed o	f, o	r Ben	efici	ally	Owne	ed			
Common Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired (honth/Day/Year)  2. Conversion or Exercise Price of Derivative Securities (Month/Day/Year)  (Instr. 3)  3. Transaction Date (Month/Day/Year)  (Instr. 3)  4. Transaction Date (Month/Day/Year)  (Instr. 3)  4. Transaction Derivative Securities (Month/Day/Year)  (Instr. 3)  Amount or Security (Instr. 5)  Amount or Amount or Security (Instr. 5)  Amount or Amount or Security (Instr. 4)  Amount or Security (Instr. 4)  Amount or Amount or Securities (Instr. 4)	Date					Execution Date, if any			Transaction Dispos						4 and Se Be Ov		ties cially d Following	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership		
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) or Exercise Price of Derivative Security (Instr. 3)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Instr. 3)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Execution Date, if any (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Operivative Securities (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title and Amount of Securities Underlying Derivative Security (Instr. 5)  8. Price of Derivative Security (Instr. 5)  9. Number of derivative Security (Instr. 5)  Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  Owned Following Reported Transaction(s) (Instr. 4)  Amount or										Code	v	Amount			Price	•	Transaction(s)				(11341.4)
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Security Security)  (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Derivative Securities (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title and Amount of Securities Underlying Derivative Security (Instr. 5)  8. Price of Derivative Securities Underlying Derivative Security (Instr. 5)  9. Number of derivative Securities Underlying Derivative Security (Instr. 5)  9. Number of Derivative Securities Underlying Derivative Security (Instr. 5)  9. Number of Derivative Securities Underlying Derivative Security (Instr. 5)  9. Number of Derivative Securities Underlying Derivative Security (Instr. 5)  9. Number of Derivative Securities Underlying Derivative Security (Instr. 5)  9. Number of Derivative Securities Underlying Derivative Security (Instr. 5)  9. Number of Derivative Securities Underlying Derivative Security (Instr. 5)  9. Number of Derivative Securities Underlying Derivative Security (Instr. 5)  9. Number of Derivative Securities Underlying Derivative Security (Instr. 5)  9. Number of Derivative Securities Underlying Derivative Security (Instr. 5)  9. Number of Derivative Securities Underlying Derivative Security (Instr. 5)  9. Number of Derivative Securities Underlying Derivative Security (Instr. 4)  9. Number of Derivative Securities Underlying Derivative Security (Instr. 5)  9. Number of Derivative Security (Instr	Common	Stock			02/24	1/2014				F		292(1)		D	\$67.99		9 28,880(2)		D		
Derivative Security (Instr. 3)  Instr. 3)  Date (Month/Day/Year)  Instr. 3)  Date (Month/Day/Year)  Derivative Security (Instr. 3)  Date (Month/Day/Year)  Execution Date (Month/Day/Year)  Derivative Securities (Month/Day/Year)  Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  (Instr. 4)  Amount or  Amount of Securities Securities (Month/Day/Year)  Amount of Securities Securities (Month/Day/Year)  Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  Instr. 4)																					
	Derivative Conversion or Exercise (Instr. 3) Price of Derivative Conversion or Exercise (Month/Day/Year) Execution Date, if any (Month/Day/Year) 8			Transa Code (	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4			Expiratio (Month/D	Amount of Securities Underlying Derivative Security (Instr. and 4)			Deri Secu	vative ority S r. 5) E F F	derivative Securities Beneficially Owned Following Reported Transaction(s	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	(D) rect	11. Nature of Indirect Beneficial Ownership (Instr. 4)				

## **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/Irina Braude, Attorney-in-Fact for Jeffrey B. Williams

02/26/2014

Date

\*\* Signature of Reporting Person

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.