

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0362
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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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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>WHETZEL CHARLES E JR</u>  (Last) (First) (Middle) 1170 PEACHTREE STREET SUITE 900  (Street) ATLANTA GA 30309  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CARTERS INC [ CRI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 01/03/2009	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/10/2008		G	600 <sup>(1)</sup>	D	\$0 <sup>(2)</sup>	342,620	D	
Common Stock	12/10/2008		G	600 <sup>(1)</sup>	D	\$0 <sup>(2)</sup>	342,020	D	
Common Stock	12/10/2008		G	600 <sup>(1)</sup>	D	\$0 <sup>(2)</sup>	341,420	D	
Common Stock	12/10/2008		G	600 <sup>(1)</sup>	D	\$0 <sup>(2)</sup>	340,820	D	
Common Stock	12/10/2008		G	600 <sup>(1)(3)</sup>	D	\$0 <sup>(2)</sup>	340,220	D	
Common Stock	12/10/2008		G	600 <sup>(1)(3)</sup>	D	\$0 <sup>(2)</sup>	339,620	D	
Common Stock	12/10/2008		G	600 <sup>(1)(3)</sup>	D	\$0 <sup>(2)</sup>	339,020	D	
Common Stock	12/10/2008		G	600 <sup>(1)(3)</sup>	D	\$0 <sup>(2)</sup>	338,420	D	

**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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Gift to child not sharing the same household. Mr. Whetzel disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Mr. Whetzel is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- Mr. Whetzel received no consideration for the transfer of the securities, which were given as a gift.
- Mr. Whetzel gifted 2,400 shares to his wife who subsequently gifted the shares to Mr. and Mrs. Whetzel's children, who are not members of Mr. Whetzel's household, in equal increments of 600 shares. Mr. Whetzel disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Mr. Whetzel is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

**Remarks:**

/s/ Brendan M. Gibbons,  
Attorney-in-Fact for Charles E. Whetzel, Jr.  
 02/10/2009

\*\* 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.