

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <b>CASEY MICHAEL DENNIS</b>  (Last) (First) (Middle) <b>C/O CARTER'S, INC., THE PROSCENIUM</b> <b>1170 PEACHTREE STREET NE, SUITE 900</b>  (Street) <b>ATLANTA GA 30309</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CARTERS INC [ CRI ]</b>	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) <b>Executive V.P. and CFO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/16/2006</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	05/01/2006		S		8,200	D	\$66.75	94,956	D	
Common Stock	05/01/2006		S		100	D	\$66.32	94,856	D	
Common Stock	05/01/2006		S		200	D	\$66.26	94,656	D	
Common Stock	05/01/2006		S		1,000	D	\$66.24	93,656	D	
Common Stock	05/01/2006		S		400	D	\$66.23	93,256	D	
Common Stock	05/01/2006		S		3,500	D	\$66.2	89,756	D	
Common Stock	05/01/2006		S		500	D	\$66.18	89,256	D	
Common Stock	05/01/2006		S		1,100	D	\$66.17	88,156	D	
Common Stock	02/16/2006		A <sup>(1)</sup>		6,000	A	\$0	94,156	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (Right to Buy)	\$6.16							(2)	08/15/2011	Common Stock	194,844	194,844	D	
Employee Stock Option (Right to Buy)	\$29.61							(3)	03/22/2014	Common Stock	100,000	100,000	D	
Employee Stock Option (Right to Buy)	\$68.63	02/16/2006		A		6,000		(4)	02/16/2016	Common Stock	6,000	\$0	6,000	D

**Explanation of Responses:**

- These shares are subject to restrictions that lapse upon the satisfaction of certain time and service conditions.
- These options are exercisable in five equal annual installments beginning on August 15, 2002.
- These options are exercisable in five equal annual installments beginning on March 22, 2005.
- These options are exercisable in four equal annual installments beginning on February 16, 2007.

Michael D. Casey

05/03/2006

\*\* 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.**