

**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 |
| Estimated average burden hours per response: | 0.5       |

|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person*<br><u>Berkshire Partners LLC</u><br><br>(Last) (First) (Middle)<br>200 CLARENDON STREET<br>35TH FLOOR<br><br>(Street)<br>BOSTON MA 02116<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>CARTERS INC [ CRI ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below)                   |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>11/30/2010            |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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 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                    | 11/30/2010                           |  | P                              |   | 50,000 <sup>(1)</sup>   | A          | \$32.1766 <sup>(2)</sup> | 50,000  | D <sup>(3)</sup>   |   |
| Common Stock                    |                                      |  |                                |   |   |            |                          | 6,615,136   | I  | See Footnotes <sup>(4)(10)</sup>                      |
| Common Stock                    |                                      |  |                                |   |   |            |                          | 105,275   | D <sup>(5)</sup>   |   |
| Common Stock                    |                                      |  |                                |   |   |            |                          | 53,599  | D <sup>(6)</sup>   |   |
| Common Stock                    |                                      |  |                                |   |   |            |                          | 224,646   | D <sup>(7)</sup>   |   |
| Common Stock                    |                                      |  |                                |   |   |            |                          | 6,944   | D <sup>(8)</sup>   |   |
| Common Stock                    |                                      |  |                                |   |   |            |                          | 22,682  | D <sup>(9)</sup>   |   |

**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) |   | 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) |   |  |  |   |  |

1. Name and Address of Reporting Person\*  
Berkshire Partners LLC  
 (Last) (First) (Middle)  
 200 CLARENDON STREET  
 35TH FLOOR  
 (Street)  
 BOSTON MA 02116  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Stockbridge Partners LLC  
 (Last) (First) (Middle)  
 C/O BERKSHIRE PARTNERS LLC  
 200 CLARENDON STREET, 35TH FLOOR

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[BERKSHIRE FUND VII L P](#)

(Last) (First) (Middle)

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

(Street)  
BOSTON MA 02108

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[BERKSHIRE FUND VII-A L P](#)

(Last) (First) (Middle)

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

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Berkshire Investors IV LLC](#)

(Last) (First) (Middle)

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

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Berkshire Investors III LLC](#)

(Last) (First) (Middle)

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

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Stockbridge Associates LLC](#)

(Last) (First) (Middle)

200 CLARENDON STREET  
35TH FLOOR

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Stockbridge Fund, L.P.](#)

(Last) (First) (Middle)

C/O BERKSHIRE PARTNERS LLC

200 CLARENDON STREET, 35TH FLOOR

(Street)

BOSTON MA 02116

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

Stockbridge Absolute Return Fund, L.P.

(Last) (First) (Middle)

C/O BERKSHIRE PARTNERS LLC

200 CLARENDON STREET, 35TH FLOOR

(Street)

BOSTON MA 02116

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

Stockbridge Fund M, L.P.

(Last) (First) (Middle)

200 CLARENDON STREET

35TH FLOOR

(Street)

BOSTON MA 02116

(City)

(State)

(Zip)

**Explanation of Responses:**

1. The number of securities reported represents an aggregate number of shares purchased in multiple open market transactions over a range of sales prices.
2. The price reported represents the weighted average price. Purchase prices range from \$31.51 to \$32.30 per share, inclusive. Stockbridge Fund M, L.P. ("Stockbridge M") undertakes to provide the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares purchased by Stockbridge M at each separate price within the range.
3. Represents shares held directly by Stockbridge M. Stockbridge Associates LLC ("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.
4. 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"), through a wholly owned subsidiary, has a total ownership of 5,399,436 shares. Berkshire Fund VII-A, L.P. ("Fund VII-A"), through a wholly owned subsidiary, has a total ownership of 1,009,440 shares. Stockbridge Partners has a total ownership of 206,260 shares on behalf of a managed account.
5. Represents shares held directly by Berkshire Investors IV LLC. Berkshire Investors IV LLC may be deemed to be, but does 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.
6. Represents shares held directly by Berkshire Investors III LLC. Berkshire Investors III LLC may be deemed to be, but does 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, L.P. ("Stockbridge Fund"). 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.
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 Berkshire Partners.
10. 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.

**Remarks:**

Exhibit 99.1 (Joint Filer Information) incorporated herein by reference.

Michael C. Ascione, Managing  
Director Berkshire Partners      12/02/2010  
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.**

Joint Filer Information

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): 11/30/2010  
Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

SEVENTH BERKSHIRE ASSOCIATES LLC

By: /s/ Michael C. Ascione  
Name: Michael C. Ascione  
Title: Managing Director

December 2, 2010

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Joint Filer Information

Name of Joint Filer: STOCKBRIDGE PARTNERS 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): 11/30/2010  
Designated Filer: BERKSHIRE PARTNERS LLC  
Signature:

STOCKBRIDGE PARTNERS LLC

By: Berkshire Partners LLC,  
its sole Managing Member

By: /s/ Michael C. Ascione

Name: Michael C. Ascione

Title: Managing Director

December 2, 2010

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Joint Filer Information

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): 11/30/2010  
Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

BERKSHIRE FUND VII, L.P.

By: Seventh Berkshire Associates LLC,  
its general partner

By: /s/ Michael C. Ascione

Name: Michael C. Ascione

Title: Managing Director

December 2, 2010

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Joint Filer Information

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): 11/30/2010  
Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

BERKSHIRE FUND VII-A, L.P.

By: Seventh Berkshire Associates LLC,  
its general partner

By: /s/ Michael C. Ascione

Name: Michael C. Ascione

Title: Managing Director

December 2, 2010

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Joint Filer Information

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): 11/30/2010  
Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

BERKSHIRE INVESTORS IV LLC

By: /s/ Michael C. Ascione  
Name: Michael C. Ascione  
Title: Managing Director

December 2, 2010

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Joint Filer Information

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): 11/30/2010  
Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

BERKSHIRE INVESTORS III LLC

By: /s/ Michael C. Ascione  
Name: Michael C. Ascione  
Title: Managing Director

December 2, 2010

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Joint Filer Information

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): 11/30/2010  
Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

STOCKBRIDGE ASSOCIATES LLC

By: /s/ Robert J. Small

Name: Robert J. Small

Title: Managing Director

December 2, 2010

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Joint Filer Information

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): 11/30/2010  
Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

STOCKBRIDGE FUND, L.P.

By: Stockbridge Associates LLC,  
its general partner

By: /s/ Robert J. Small

Name: Robert J. Small

Title: Managing Director

December 2, 2010

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Joint Filer Information

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): 11/30/2010  
Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

STOCKBRIDGE FUND M, L.P.

By: Stockbridge Associates LLC,  
its general partner

By: /s/ Robert J. Small

Name: Robert J. Small

Title: Managing Director

December 2, 2010

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Joint Filer Information

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  
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): 11/30/2010  
Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

STOCKBRIDGE ABSOLUTE RETURN  
FUND, L.P.

By: Stockbridge Associates LLC,  
its general partner

By: /s/ Robert J. Small

Name: Robert J. Small

Title: Managing Director

December 2, 2010