

**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                                 |           |
|--|-----------|
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|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person*<br><b>CASEY MICHAEL DENNIS</b><br><br>(Last) (First) (Middle)<br><b>1170 PEACHTREE STREET</b><br><b>SUITE 900</b><br><br>(Street)<br><b>ATLANTA GA 30309</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>CARTERS INC [ CRI ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Chief Executive Officer</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>03/12/2009</b>     |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                  | 6. Individual or Joint/Group Filing (Check Applicable Line)<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                    | 03/12/2009                           |  | A                              |   | 50,000 <sup>(1)</sup>   | A          | (2)   | 325,312   | 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 | Title   | Amount or Number of Shares |  |  |   |  |
| Employee Stock Option (Right to Purchase)  | \$3.08   |                                      |  |                                |   |  |     | (3)  | 08/15/2011      | Common Stock  | 243,488                    |  | 243,488  | D   |  |
| Employee Stock Option (Right to Purchase)  | \$14.81  |                                      |  |                                |   |  |     | (4)  | 03/22/2014      | Common Stock  | 200,000                    |  | 200,000  | D   |  |
| Employee Stock Option (Right to Purchase)  | \$34.32  |                                      |  |                                |   |  |     | (5)  | 02/16/2016      | Common Stock  | 12,000                     |  | 12,000   | D   |  |
| Employee Stock Option (Right to Purchase)  | \$22.19  |                                      |  |                                |   |  |     | (6)  | 02/15/2017      | Common Stock  | 12,000                     |  | 12,000   | D   |  |
| Employee Stock Option (Right to Purchase)  | \$17.9   |                                      |  |                                |   |  |     | (7)  | 08/06/2018      | Common Stock  | 125,000                    |  | 125,000  | D   |  |
| Employee Stock Option (Right to Purchase)  | \$18.14  | 03/12/2009                           |  | A                              |   | 100,000  |     | 03/12/2010 <sup>(8)</sup>                                | 03/12/2019      | Common Stock  | 100,000                    | (2)  | 100,000  | D   |  |

**Explanation of Responses:**

- These shares are subject to restrictions that lapse in four equal annual installments beginning on March 12, 2010. However, as long as the reporting person remains an employee of the issuer, the reporting person is subject to a policy of the Issuer under which the reporting person may not dispose of the shares until March 12, 2013.
- Granted at no cost to the reporting person.
- These options are all exercisable.
- These time options are exercisable in five equal installments beginning on March 22, 2005.
- These time options are exercisable in four equal installments beginning on February 16, 2007.
- These time options are exercisable in four equal installments beginning on February 15, 2008.
- These time options are exercisable in four equal installments beginning on August 6, 2009.
- These time options are exercisable in four equal annual installments beginning on March 12, 2010.

**Remarks:**

/s/ Brendan M. Gibbons,  
Attorney-in-Fact for Michael

03/16/2009

[Dennis Casey](#)

\*\* 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.**