## SEC Form 4

Instruction 1(b).

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Addre Williams Jef	ess of Reporting Perso frey <u>B.</u>	on*	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>CARTERS INC</u> [ CRI ]	(Check	tionship of Reporting Per all applicable) Director Officer (give title	son(s) to Issuer 10% Owner Other (specify
(Last) 1170 PEACHT	(First) REE STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/20/2013	X	below) Senior VP F	below)
(Street) ATLANTA (City)	GA (State)	30309 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filin Form filed by One Rep Form filed by More tha Person	orting 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)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)	
Common Stock	02/20/2013		A		<b>4,900</b> <sup>(1)</sup>	Α	<b>\$0</b> <sup>(2)</sup>	25,053 <sup>(3)</sup>	D		
Common Stock	02/20/2013		A		3,400 <sup>(4)</sup>	Α	<b>\$0</b> <sup>(2)</sup>	28,453 <sup>(3)</sup>	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. Transa Code ( 8)				6. Date Exerci: Expiration Dat (Month/Day/Ye	e	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	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		Transaction(s) (Instr. 4)		
Employee Stock Option (Right to Purchase)	\$59.27	02/20/2013		A		6,400 <sup>(5)</sup>		02/20/2014 <sup>(5)</sup>	02/20/2023	Common Stock	6,400	\$0 <sup>(2)</sup>	6,400	D	

#### Explanation of Responses:

1. These restricted shares are subject to restrictions that lapse in four equal annual installments beginning one year from the grant date.

2. Granted at no cost to the reporting person.

3. These restricted shares cliff vest based upon the achievement of certain 2015 earnings targets.

4. Some of these shares are restricted shares that are subject to either time-vesting or performance-based restrictions.

5. These time-vesting options are exercisable in four equal annual installments beginning one year from the grant date.

#### **Remarks:**

<u>/s/Brendan M. Gibbons,</u>

Attorney-in-Fact for Jeffrey B. 02/22/2013

<u>Williams</u>

\*\* 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.