

OMB APPROVAL	
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**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

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 Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>Fmr EVP-Chief Supply Chain</b>
	3. Date of Earliest Transaction (Month/Day/Year) 08/29/2011	
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	08/29/2011		M		10,000	A	\$14.18	156,651	D	
Common Stock	08/29/2011		S		10,000	D	\$30 <sup>(1)</sup>	146,651	D	
Common Stock	08/29/2011		M		5,000	A	\$18.14	151,651	D	
Common Stock	08/29/2011		S		5,000	D	\$30 <sup>(1)</sup>	146,651	D	
Common Stock	08/29/2011		M		3,250	A	\$28.04	149,901	D	
Common Stock	08/29/2011		S		3,250	D	\$30 <sup>(1)</sup>	146,651	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
Employee Stock Option (Right to Purchase)	\$14.18	08/29/2011		M		10,000		(2)	07/01/2018	Common Stock	10,000	\$0	0	D	
Employee Stock Option (Right to Purchase)	\$18.14	08/29/2011		M		5,000		(2)	03/12/2019	Common Stock	5,000	\$0	0	D	
Employee Stock Option (Right to Purchase)	\$28.04	08/29/2011		M		3,250		(2)	02/16/2020	Common Stock	3,250	\$0	0	D	

**Explanation of Responses:**

- 1. All these shares sold for the price of \$30.00 per share.
- 2. All these options were exercisable as of the trade date.

**Remarks:**

Brendan M. Gibbons, Attorney-in-Fact for Charles E. Whetzel, 08/31/2011  
Jr.

\*\* 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.

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