П

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 |
| |
| Instruction 1(b). |

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 OMB Number: 3235-0287 Estimated average hurden

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

| I. Nume and Address of Reporting reison | | | 2. Issuer Name and Ticker or Trading Symbol <u>CARTERS INC</u> [CRI] | | ationship of Reporting Pers < all applicable) Director | rson(s) to Issuer 10% Owner | |
|---|-----------------------|----------|--|-------------------|--|--------------------------------|--|
| (Last) 1170 PEACHTE | (First) REE STREET | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 05/17/2012 | | Officer (give title below) | Other (specify below) | |
| SUITE 900 | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | vidual or Joint/Group Filing | (Check Applicable | |
| (Street) ATLANTA | GA | 30309 | | X | Form filed by One Repo Form filed by More than Person | 5 | |
| (City) | (State) | (Zip) | | | | | |

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 Disposed Of 5) | | | Securities Beneficially | 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) | | (11311.4) |
| Common Stock | 05/17/2012 | | A | | 2,412 | A | \$0 ⁽¹⁾ | 18,439 ⁽²⁾ | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

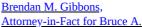
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transa Code (8) | | 5. Nu of Deriv Secu Acqu (A) or Dispo of (D) (Instr | ative rities ired osed | 6. Date Exerc Expiration Da (Month/Day/Y | Amount of Securities | | 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 | and 5 (A) |) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. These shares were granted as part of Mr. Cleverly's annual director compensation.

2. Since the date of the reporting person's last Form 4, he transferred 8,744 shares of Carter's common stock pursuant to a judicial order. The transferred shares are no longer beneficially owned by the reporting person.

Remarks:



Cleverly

<u>05/21/2012</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.