

**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
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1. Name and Address of Reporting Person* <u>Lynch Brian</u>  (Last) (First) (Middle) 3438 PEACHTREE ROAD NE SUITE1800  (Street) ATLANTA GA 30326  (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 X Officer (give title below) Other (specify below) <u>President, Carter's, Inc.</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/18/2015	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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	02/18/2015		A		3,500 <sup>(1)</sup>	A	\$0	73,529 <sup>(2)</sup>	D	
Common Stock	02/18/2015		A		7,000 <sup>(3)</sup>	A	\$0	80,529 <sup>(2)</sup>	D	
Common Stock	02/18/2015		F		453 <sup>(4)</sup>	D	\$82.4	80,076 <sup>(2)</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. 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)	\$82.4	02/18/2015		A		7,000 <sup>(5)</sup>		02/18/2016	02/18/2025	Common Stock	7,000	\$0	7,000	D	

**Explanation of Responses:**

- These restricted shares are subject to restrictions that lapse in four equal annual installments beginning one year from the grant date.
- Some of these shares are restricted shares that are subject to either time-vesting or performance-based restrictions.
- These restricted shares cliff vest based upon the achievement of certain 2017 earnings targets.
- The transaction reported in this Form 4 reflects withholding of shares of common stock to satisfy tax withholding obligations resulting from the vesting of restricted stock
- These time-vesting options are exercisable in four equal annual installments beginning one year from the grant date.

**Remarks:**

Michael C. Wu, Attorney-in-Fact for Brian Lynch      02/20/2015

\*\* 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.