

**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>BROWN DAVID ALAN</u>  (Last) (First) (Middle) <u>C/O CARTER'S, INC., THE PROSCENIUM</u> <u>1170 PEACHTREE STREET NE, SUITE 900</u>  (Street) <u>ATLANTA GA 30309</u>  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec VP, Operations/COO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/13/2005</u>	
	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	05/13/2005		A <sup>(1)</sup>		20,000	A	\$0	255,792	D	
Common Stock	12/09/2005		S		200	D	\$61.12	255,592	D	
Common Stock	12/09/2005		S		400	D	\$61.1	255,192	D	
Common Stock	12/09/2005		S		100	D	\$61.09	255,092	D	
Common Stock	12/09/2005		S		1,600	D	\$61	253,492	D	
Common Stock	12/09/2005		S		100	D	\$60.8	253,392	D	
Common Stock	12/09/2005		S		100	D	\$60.54	253,292	D	
Common Stock	12/09/2005		S		900	D	\$60.55	252,392	D	
Common Stock	12/09/2005		S		300	D	\$60.44	252,092	D	
Common Stock	12/09/2005		S		100	D	\$60.35	251,992	D	
Common Stock	12/09/2005		S		200	D	\$60.34	251,792	D	
Common Stock	12/09/2005		S		200	D	\$60.33	251,592	D	
Common Stock	12/09/2005		S		100	D	\$60.3	251,492	D	
Common Stock	12/09/2005		S		200	D	\$60.31	251,292	D	
Common Stock	12/09/2005		S		200	D	\$60.28	251,092	D	
Common Stock	12/09/2005		S		200	D	\$60.26	250,892	D	
Common Stock	12/09/2005		S		200	D	\$60.29	250,692	D	
Common Stock	12/09/2005		S		900	D	\$60.25	249,792	D	
Common Stock	12/09/2005		S		2,600	D	\$60.18	247,192	D	
Common Stock	12/09/2005		S		2,100	D	\$60.16	245,092	D	
Common Stock	12/09/2005		S		4,900	D	\$60.2	240,192	D	
Common Stock	12/09/2005		S		300	D	\$60.17	239,892	D	
Common Stock	12/09/2005		S		2,500	D	\$60.15	237,392	D	
Common Stock	12/09/2005		S		2,600	D	\$60.1	234,792	D	
Common Stock	12/09/2005		S		1,100	D	\$60.13	233,692	D	
Common Stock	12/09/2005		S		700	D	\$60.12	232,992	D	
Common Stock	12/09/2005		S		900	D	\$60.14	232,092	D	
Common Stock	12/09/2005		S		3,500	D	\$60.09	228,592	D	
Common Stock	12/09/2005		S		2,700	D	\$60.01	225,892	D	
Common Stock	12/09/2005		S		1,100	D	\$60.02	224,792	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 Buy)	\$44.01	05/13/2005		A		30,000		(2)	05/13/2012	Common Stock	30,000	\$0	30,000	D	
Employee Stock Option (Right to Buy)	\$6.16							(3)	08/15/2011	Common Stock	194,844		194,844	D	

**Explanation of Responses:**

- These shares are subject to restrictions that lapse upon the satisfaction of certain time and service conditions.
- These options are time options exercisable in four equal annual installments beginning on May 13, 2006.
- These options are exercisable in five equal annual installments beginning on August 15, 2002.

By: /s/ David A. Brown

12/13/2005

\*\* 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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