FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES I	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* Wilson Jill				2. Issuer Name and Ticker or Trading Symbol CARTERS INC [CRI]										Check	all app	olicable) ctor	g Person(s) to Issuer 10% Owner Other (specify		
Last) (First) (Middle) 4438 PEACHTREE ROAD NE GUITE 1800					3. Date of Earliest Transaction (Month/Day/Year) 02/21/2020									SVP HR and Talent Development					
				_ 4. If	Ame	ndment,	Date o	f Origina	al Filed	d (Month/Da	ay/Yea	ar)			Form Form	n filed by One n filed by Moi	e Reporting Per	son	
	Tab	le I - No	n-Deri\	ative	Sec	curitie	s Acc	quired	, Dis	posed o	f, or	Ben	efici	ally (Owne	ed			
1. Title of Security (Instr. 3)		Date	Date (Month/Day/Year) if		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)						4 and 5) Secu Bend Own		ties cially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amount	() 1)	A) or O)	Price	rice T		action(s)		(Instr. 4)	
Stock			02/21	/2020				F		62		D	\$110).73	15	5,609(1)	D		
Common Stock			02/24					D	D	1,094(2	(2) D		\$0		14,515(1)		D		
Common Stock 02			02/24					F		192			\$96	\$96.64		1,323 ⁽¹⁾	D		
	Ta	able II -						,		,				,	vned				
ırity or Exercise (Month/Day/Year) if any		n Date,				6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration Exercisable Date		and 4) Amoun		nstr. 3	nt er		derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
	(Find ACHTREE 800) FA GA (Stable Stock S	Jill (First) ACHTREE ROAD NE 800 FA GA (State) Tab Security (Instr. 3) Stock Stock Stock Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) ACHTREE ROAD NE 800 FA GA 30326 (State) (Zip) Table I - No Security (Instr. 3) Stock Stock Stock Table II - Conversion or Exercise Price of Derivative (Month/Day/Year) Price of Derivative (Month/Day/Year)	Conversion or Exercise Price of Derivative Conversion or Exerc	(First) (Middle) ACHTREE ROAD NE 800 TA GA 30326 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock 02/24/2020 Table II - Derivative S (e.g., puts, c) Conversion or Exercise Price of Derivative (Month/Day/Year) 2. Transaction 3. Transaction Date (Leg., puts, c) (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3. 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If Amendment, Date of Original Filed (Month/Day/Year) 2. Transaction (Month/Day/Year) 5. Amount of Downership (Month/Day/Year) 6. Individual or Joint/Group Filing (Check / Line) X. Form filed by More than One Reperson S. Amount of Downership Owned Following Reported (Pop) or Indirect (Pop)	

Explanation of Responses:

- $1. \ Some \ of \ these \ shares \ are \ restricted \ shares \ that \ are \ subject \ to \ either \ time-vesting \ or \ performance-based \ restrictions.$
- 2. The transaction reported in this Form 4 reflects below-target vesting of performance shares issued in 2017.

Remarks:

/s/Scott F. Duggan, Attorney-

02/25/2020

** 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.