

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	
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1. Name and Address of Reporting Person* <u>Lynch Brian</u> (Last) (First) (Middle) 3438 PEACHTREE ROAD NE SUITE 1800 (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President, Carter's, Inc.
	3. Date of Earliest Transaction (Month/Day/Year) 02/26/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	02/26/2020		M		3,000	A	\$28.44	69,960 ⁽¹⁾	D	
Common Stock	02/26/2020		M		8,000	A	\$42.61	77,960 ⁽¹⁾	D	
Common Stock	02/26/2020		M		13,500	A	\$59.27	91,460 ⁽¹⁾	D	
Common Stock	02/26/2020		S		12,362	D	\$90.9621 ⁽²⁾	79,098 ⁽¹⁾	D	
Common Stock	02/26/2020		S		7,601	D	\$91.9617 ⁽³⁾	71,497 ⁽¹⁾	D	
Common Stock	02/26/2020		S		3,712	D	\$92.8647 ⁽⁴⁾	67,782 ⁽¹⁾	D	
Common Stock	02/26/2020		S		825	D	\$93.5952 ⁽⁵⁾	66,960 ⁽¹⁾	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 Purchase)	\$42.61	02/26/2020		M			8,000 ⁽⁶⁾	02/22/2013	02/22/2022	Common Stock	8,000	\$0	0	D	
Employee Stock Option (Right to Purchase)	\$59.27	02/26/2020		M			13,500 ⁽⁶⁾	02/20/2014	02/20/2023	Common Stock	13,500	\$0	4,500 ⁽⁷⁾	D	
Option (right to buy)	\$28.44	02/26/2020		M			3,000 ⁽⁶⁾	02/24/2012	02/24/2021	Common Stock	3,000	\$0	0	D	

Explanation of Responses:

- Some of these shares are restricted shares that are subject to either time-vesting or performance-based restrictions.
- This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$90.44 to \$91.42, inclusive. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$91.48 to \$92.45, inclusive. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$92.48 to \$93.40, inclusive. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$93.52 to \$93.76, inclusive. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- The transaction reported in this Form 4 was effectuated pursuant to a Rule 10b5-1 trading plan entered into on November 15, 2019.
- These options are all exercisable.

Remarks:

/s/Scott F. Duggan, Attorney-in-Fact 02/28/2020

** Signature of Reporting Person Date

* 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.