

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>BLOOM BRADLEY M</b>  (Last) (First) (Middle) <b>C/O BERKSHIRE PARTNERS LLC</b> <b>ONE BOSTON PLACE, SUITE 3300</b>  (Street) <b>BOSTON MA 02108</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CARTERS INC [ CRI ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>11/10/2005</b>	
	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	11/10/2005		J <sup>(1)</sup>		3,628,754	D	\$62.6 <sup>(2)</sup>	3,662,490	I	By affiliated investment entities and family members' trusts <sup>(3)(4)</sup>
Common Stock								125,368 <sup>(5)</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					

Explanation of Responses:

- On November 10, 2005, Berkshire Fund V, Limited Partnership ("Fund V"), Berkshire Fund V Coinvestment Fund, Limited Partnership ("Coinvest Fund"), and Berkshire Investors LLC ("Investors") distributed a total of 3,628,754 shares of common stock of the Issuer (the "Common Stock") pro rata to their respective limited partners and members.
- The price listed in the table above is the designated price per share distributed in the pro rata distribution pursuant to the funds' governing documents. No consideration was paid in connection with the distribution.
- Of these shares, 3,628,752 shares are beneficially owned by or through certain investment entities including Fund V, Coinvest Fund, Investors and Fifth Berkshire Associates LLC ("FBA"). An additional 2,622 shares are held by Berkshire Partners LLC ("Berkshire Partners"), of which Mr. Bloom is a member (shares include 1,311 shares granted pursuant to the issuer's incentive plan on May 12, 2005 for Mr. Bloom's service as a director and 1,311 shares granted pursuant to the issuer's incentive plan on the same date for the director service of another member of Berkshire Partners; pursuant to agreements between these individuals and Berkshire Partners, these shares were issued directly to Berkshire Partners).
- The Reporting Person disclaims any beneficial ownership of any shares in which he does not have a pecuniary interest. The remaining 31,116 shares are held in four trusts for the benefit of the Reporting Person's children. The Reporting Person is not the trustee of, and does not retain investment control over, any of the trusts. The Reporting Person disclaims beneficial ownership of the securities in the trusts, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- Of the 3,628,754 shares of Common Stock distributed on November 10, 2005, FBA, as the sole general partner of Fund V and Coinvest Fund, has a pecuniary interest in 618,325 shares, which FBA received as part of the distribution and promptly transferred to the members of FBA. As a managing member of FBA and Investors, the Reporting Person had a pecuniary interest in, and received direct ownership in 71,439 shares of Common Stock. An additional 31,116 shares were distributed to trusts for the benefit of the Reporting Person's children - see footnote (3).

/s/ Bradley M. Bloom 11/14/2005

\*\* 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.

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.