

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>CASEY MICHAEL DENNIS</u> (Last) (First) (Middle) <u>1170 PEACHTREE STREET</u> <u>SUITE 900</u> (Street) <u>ATLANTA</u> <u>GA</u> <u>30309</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>CARTERS INC [CRI]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>08/06/2008</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div><input checked="" type="checkbox"/> Director 10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u></div> 6. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div> |
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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 | 08/06/2008 | | A | | 75,000 ⁽¹⁾ | A | \$0 ⁽²⁾ | 275,312 | 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 | | | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (Right to Purchase) | \$3.08 | | | | | | (3) 08/15/2011 | Common Stock | 243,488 | | 243,488 | D | |
| Employee Stock Option (Right to Purchase) | \$14.81 | | | | | | (4) 03/22/2014 | Common Stock | 200,000 | | 200,000 | D | |
| Employee Stock Option (Right to Purchase) | \$34.32 | | | | | | (5) 02/16/2016 | Common Stock | 12,000 | | 12,000 | D | |
| Employee Stock Option (Right to Purchase) | \$22.19 | | | | | | (6) 02/15/2017 | Common Stock | 12,000 | | 12,000 | D | |
| Employee Stock Option (Right to Purchase) | \$17.9 | 08/06/2008 | | A | | 125,000 | (7) 08/06/2018 | Common Stock | 125,000 | (2) | 125,000 | D | |

Explanation of Responses:

1. These are restricted shares that vest beginning in 2010 upon the achievement of defined performance criteria and the passage of time.
2. Granted at no cost to the reporting person.
3. These options are all exercisable.
4. These time options are exercisable in five equal installments beginning on March 22, 2005.
5. These time options are exercisable in four equal installments beginning on February 16, 2007.
6. These time options are exercisable in four equal installments beginning on February 15, 2008.
7. These time options are exercisable in four equal installments beginning on August 6, 2009.

Remarks:

/s/Brendan M. Gibbons,
Attorney-in-Fact for Michael D. Casey
08/08/2008

** 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.

