FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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Check this box if no longer subject to	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
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

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

1. Name and Address of Reporting Person* <u>Westenberger Richard F.</u>					2. Issuer Name and Ticker or Trading Symbol CARTERS INC [CRI]									Check	all app	olicable) ctor		Owner r (specify
ACHTREE	,	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 02/24/2012									X	belov	w) ``	belo	v) .
ΓA GA				4. If								i. Individual or Joint/Group Filing (Check Applicable ine) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
	Tabl	e I - Noi	n-Deriv	ative	Se	curitie	s Acc	quired,	Dis	posed o	f, o	r Ben	efici	ally	Owne	ed		
Date				e onth/Day/Year) i		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disposed Code (Instr. 5)						5. Amount of Securities Beneficially Owned Following		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		Transaction(s) (Instr. 3 and 4)			, ,
Common Stock 02/2			02/24	4/2012				F ⁽¹⁾		1,698		D \$43		3.61 36,581 ⁽²⁾		5,581 ⁽²⁾	D	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
Derivative Conversion Date		te Execution Date,		Transaction Code (Instr. 8)		of Derivation Securion (A) or Disposof (D) (Instr.	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		e Am Par) See Un De See and		Amoun or Numbe of		Deriv Secu	vative irity r. 5)	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(Fir ACHTREE 1000 FA GA (Statement of Security (Institute of Stock) 2. Conversion or Exercise Price of Derivative	Derger Richard F. (First) (ACHTREE STREET OO FA GA 3 (State) (Conversion or Exercise Price of Derivative State) 2. Conversion or Exercise Price of Derivative Conversion (Month/Day/Year)	Derger Richard F. (First) (Middle) ACHTREE STREET 00 (State) (Zip) Table I - Nor Security (Instr. 3) Stock Table II - I (Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year)	(First) (Middle) ACHTREE STREET OO (State) (Zip) Table I - Non-Derive (Month/It) Stock 2. Trans Date (Month/It) Stock 02/24 Table II - Derivate (e.g., pto Date (Month/It)) 2. Trans Date (Month/It) (e.g., pto Date (Month/It)) 2. Table III - Derivate (e.g., pto Date (Month/It)) (Month/Day/Year)	CA Conversion or Exercise Price of Derivative Canal Stock Canal	CART CART	CARTERS CARTERS	CARTERS INC (First) (Middle) ACHTREE STREET (O0 TA GA 30309 (State) (Zip) Table I - Non-Derivative Securities Acque (Month/Day/Year) Stock Table II - Derivative Securities Acque (e.g., puts, calls, warrants, parice of Derivative Security (Month/Day/Year) Table II - Derivative Securities Acque (e.g., puts, calls, warrants, parice of Derivative Security (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) Table II - Derivative Securities Acque (e.g., puts, calls, warrants, parice of Derivative Security Security A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) Stock Table II - Derivative Securities Acque (e.g., puts, calls, warrants, parice) Transaction Code (Instr. 8) S. Number of Derivative Securities Acque (A) or Disposed of (D) (Instr. 3, 4 and 5)	CARTERS INC [CRI] (First) (Middle) ACHTREE STREET (Month/Day/Year) CARTERS INC [CRI] 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original 2A. Deemed Execution Date (Month/Day/Year) Code (Nonth/Day/Year) Code (Nonth/Day/Year) 2. Transaction Date (Month/Day/Year) Code (Nonth/Day/Year) 2. Table II - Derivative Securities Acquired, D (e.g., puts, calls, warrants, option 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 4. Transaction Transaction Code (Instr. 8) Code (Instr. 3, 4) Code (Instr. 3	CARTERS INC [CRI] (First) (Middle) ACHTREE STREET (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Distenting if any (Month/Day/Year) Security (Instr. 3) Table II - Derivative Securities Acquired, Distenting if any (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, comparison or Exercise Price of Derivative Security (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, comparison of Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3. 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Conversion One Exercise Price of Date (Month/Day/Year) (Month/Day/Year) Stock Date Expiration Date (Month/Day/Year) Date Expiration	CARTERS INC [CRI] (First) (Middle) ACHTREE STREET O0 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, of Execution Date (Month/Day/Year) (Month/Day/Year) Stock 1. Transaction Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed Of (Instr. 3) Table II - Derivative Securities Acquired, Disposed Of (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Exercise Of (E.g., puts, calls, warrants, options, convertible security 2. Table II - Derivative Securities Acquired, Disposed of, or Exercise Of (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Exercise Of (Instr. 3) A. Securities Acquired, Disposed of (Instr. 3) Code (Instr. 3) A. Deemed Execution Date, of Code (Instr. 3) Code (Instr. 3) A. 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Mand Solve (CARTERS INC [CRI] (First) (Middle) ACHTREE STREET 00 TA GA 30309 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Benefice (e.g., puts, calls, warrants, options, convertible security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Benefice of Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Derivative Securities Acquired (B) or Derivative Securities Acquired (C) or Derivative Securities Acquired (B) or Derivative Securities Acquired (C) or Derivative Securities Acqui	CARTERS INC [CRI] (First) (Middle) ACHTREE STREET (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Flavor (Month/Day/Year) (Month/	CARTERS INC CRI Check Criest Conversion or Exercises Conversion Code (Instr. or Exercise) Code Co	CARTERS INC [CRI] CARTERS INC [CRI] Check all appropries to the control of	CARTERS INC [CRI] Check all applicable Director Director Officer (give title below)	CARTERS INC [CRI]

Explanation of Responses:

- 1. The transaction reported in this Form 4 reflects withholding of shares of common stock to satisfy tax withholding obligations resulting from the vesting of restricted stock.
- 2. Some of these shares are restricted shares that are subject to either time-vesting or performance-based restrictions.

Remarks:

/s/Brendan M. Gibbons, Attorney-in-Fact for Richard F. 02/24/2012 Westenberger

** 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.