

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*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>Evans Lisa</u>			<u>CARTERS INC [ CRI ]</u>		<input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP and Brand Leader</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			
			<u>07/28/2014</u>			
3438 PEACHTREE ROAD NE SUITE1800			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(Street)					<input checked="" type="checkbox"/> Form filed by One Reporting Person	
<u>ATLANTA</u>	<u>GA</u>	<u>30326</u>			<input type="checkbox"/> Form filed by More than One Reporting Person	
(City)	(State)	(Zip)				

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	07/28/2014		M		5,000	A	\$28.04	35,420	D	
Common Stock	07/28/2014		S		5,000	D	\$77.91 <sup>(1)</sup>	30,420	D	
Common Stock	07/28/2014		M		7,200	A	\$28.44	37,620	D	
Common Stock	07/28/2014		S		7,200	D	\$77.91 <sup>(1)</sup>	30,420	D	
Common Stock	07/28/2014		M		2,500	A	\$42.61	32,920	D	
Common Stock	07/28/2014		S		2,500	D	\$77.91 <sup>(1)</sup>	30,420	D	
Common Stock	07/28/2014		M		2,000	A	\$59.27	32,420	D	
Common Stock	07/28/2014		S		2,000	D	\$77.91 <sup>(1)</sup>	30,420	D	
Common Stock	07/28/2014		S		4,784	D	\$77.79 <sup>(3)</sup>	25,636	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
Employee Stock Option (Right to Purchase)	\$28.04	07/21/2014		M		5,000		(4)	02/16/2020	Common Stock	5,000	\$0	0	D	
Employee Stock Option (Right to Purchase)	\$28.44	07/28/2014		M		7,200		(2)	02/22/2021	Common Stock	7,200	\$0	0	D	
Employee Stock Option (Right to Purchase)	\$42.61	07/28/2014		M		2,500		(2)	02/22/2022	Common Stock	2,500	\$0	0	D	
Employee Stock Option (Right to Purchase)	\$59.27	07/28/2014		M		2,000		(2)	02/20/2023	Common Stock	2,000	\$0	0	D	

Explanation of Responses:

- This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$77.73 to \$78.14, 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.
- These options are exercisable in four equal installments, starting one year from the date of grant.

3. This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$77.79 to \$77.81, 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.

4. These options are fully exercisable.

**Remarks:**

/s/Irina Braude, Attorney-in-  
Fact for Lisa Evans

07/30/2014

\*\* 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.**