

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* <u>Berkshire Partners LLC</u> | | | 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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____ | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>09/28/2012</u> | | | | | |
| 200 CLARENDON STREET, 35TH FLOOR | | | 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 <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (Street) | (City) | (State) | | | | | | |
| BOSTON | MA | 02116 | | | | | | |
| (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 | 09/28/2012 | | J | | 2,927,430 ⁽¹⁾ | D | \$0 | 4,668,937 | I | See Notes ⁽²⁾ |
| Common Stock | 09/28/2012 | | J | | 48,087 ⁽¹⁾ | D | \$0 | 132,625 | D ⁽³⁾ | |
| Common Stock | 09/28/2012 | | J | | 24,483 ⁽¹⁾ | D | \$0 | 52,957 | D ⁽⁴⁾ | |
| Common Stock | 09/28/2012 | | J | | 22,682 ⁽¹⁾ | D | \$0 | 0 | D ⁽⁵⁾ | |
| Common Stock | | | | | | | | 500,802 | D ⁽⁶⁾ | |
| Common Stock | | | | | | | | 94,094 | D ⁽⁷⁾ | |
| Common Stock | | | | | | | | 2,668 | D ⁽⁸⁾ | |
| Common Stock | | | | | | | | 53,517 | D ⁽⁹⁾ | |

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) | | 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) | | | | | |

1. Name and Address of Reporting Person*
Berkshire Partners LLC

(Last) (First) (Middle)
200 CLARENDON STREET, 35TH FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Seventh Berkshire Associates LLC

(Last) (First) (Middle)
C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Stockbridge Partners LLC](#)

(Last) (First) (Middle)

C/O BERKSHIRE PARTNERS LLC

200 CLARENDON STREET, 35TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BERKSHIRE FUND VII-A L.P.](#)

(Last) (First) (Middle)

C/O BERKSHIRE PARTNERS LLC

200 CLARENDON STREET, 35TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[STOCKBRIDGE ASSOCIATES LLC](#)

(Last) (First) (Middle)

200 CLARENDON STREET, 35TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Stockbridge Fund, L.P.](#)

(Last) (First) (Middle)

C/O BERKSHIRE PARTNERS LLC

200 CLARENDON STREET, 35TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Stockbridge Fund M, L.P.](#)

(Last) (First) (Middle)

200 CLARENDON STREET, 35TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Stockbridge Absolute Return Fund, L.P.](#)

(Last) (First) (Middle)

C/O BERKSHIRE PARTNERS LLC

200 CLARENDON STREET, 35TH FLOOR

| | | | |
|---|---------|----------|-------|
| (Street) | BOSTON | MA | 02116 |
| (City) | (State) | (Zip) | |
| 1. Name and Address of Reporting Person* | | | |
| <u>Stockbridge Master Fund (OS), L.P.</u> | | | |
| (Last) | (First) | (Middle) | |
| 200 CLARENDON STREET, 35TH STREET | | | |
| (Street) | BOSTON | MA | 02116 |
| (City) | (State) | (Zip) | |
| 1. Name and Address of Reporting Person* | | | |
| <u>BERKSHIRE FUND VII L.P.</u> | | | |
| (Last) | (First) | (Middle) | |
| C/O BERKSHIRE PARTNERS LLC | | | |
| 200 CLARENDON STREET, 35TH FLOOR | | | |
| (Street) | BOSTON | MA | 02116 |
| (City) | (State) | (Zip) | |

Explanation of Responses:

1. Represents a pro-rata distribution to partners and, with respect to certain Reporting Persons, subsequent distributions by the general partner and certain limited partners to their respective partners.
2. Represents shares held indirectly by Berkshire Partners LLC ("Berkshire Partners"), Seventh Berkshire Associates LLC ("7BA") and Stockbridge Partners LLC ("Stockbridge Partners"). Berkshire Fund VII, L.P. ("Fund VII") distributed 2,466,341 shares for a total ownership of 3,826,155 shares. Berkshire Fund VII-A, L.P. ("Fund VII-A") distributed 461,089 shares for a total ownership of 715,311 shares. Stockbridge Partners has a total ownership of 127,471 shares on behalf of a managed account. 7BA is the sole general partner of Fund VII and Fund VII-A. Berkshire Partners, 7BA and Stockbridge Partners are under common control and may be deemed to be, but do not admit to being, a group for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934. Each of Berkshire Partners, 7BA and Stockbridge Partners disclaims beneficial ownership of any securities except to the extent of its pecuniary interest therein.
3. Represents shares held directly by Berkshire Investors IV LLC ("Investors IV"). Investors IV may be deemed to be, but does not admit to being, a member of a group for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.
4. Represents shares held directly by Berkshire Investors III LLC ("Investors III"). Investors III may be deemed to be, but does not admit to being, a member of a group for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.
5. Represents shares held directly by Berkshire Partners.
6. Represents shares held directly by Stockbridge Fund, L.P. ("Stockbridge Fund"). Stockbridge Associates LLC ("SA LLC") is the sole general partner of Stockbridge Fund. SA LLC disclaims beneficial ownership of such shares of common stock except to the extent of its pecuniary interest therein. Stockbridge Fund and SA LLC may be deemed to be, but do not admit to being, a member of a group holding for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.
7. Represents shares held directly by Stockbridge Fund M, L.P. ("Stockbridge M"). SA LLC is the sole general partner of Stockbridge M. SA LLC disclaims beneficial ownership of such shares of common stock except to the extent of its pecuniary interest therein. Stockbridge M and SA LLC may be deemed to be, but do not admit to being, a member of a group for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.
8. Represents shares held directly by Stockbridge Absolute Return Fund, L.P. ("Stockbridge Absolute"). SA LLC is the sole general partner of Stockbridge Absolute. SA LLC disclaims beneficial ownership of such shares of common stock except to the extent of its pecuniary interest therein. Stockbridge Absolute and SA LLC may be deemed to be, but do not admit to being, a member of a group for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.
9. Represents shares held directly by Stockbridge Master Fund (OS), L.P. ("Master Fund"). SA LLC is the sole general partner of Master Fund. SA LLC disclaims beneficial ownership of such shares of common stock except to the extent of its pecuniary interest therein. Master Fund and SA LLC may be deemed to be, but do not admit to being, a member of a group for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.

Remarks:

Exhibit 99.1 (Joint Filer Information) incorporated herein by reference.

/s/ Sharlyn C. Heslam,
Managing Director, Berkshire 10/02/2012
Partners LLC

** 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.

Joint Filer Information

Name of Joint Filer: SEVENTH BERKSHIRE ASSOCIATES LLC

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35TH FLOOR
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction Required to be Reported (Month/Day/Year): 9/28/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:
SEVENTH BERKSHIRE ASSOCIATES
LLC

By: /s/ Sharlyn C. Heslam
Name: Sharlyn C. Heslam
Title: Managing Director

Dated: October 2, 2012

Joint Filer Information

Name of Joint Filer: STOCKBRIDGE PARTNERS LLC

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35TH FLOOR
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction Required to be Reported (Month/Day/Year): 9/28/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

STOCKBRIDGE PARTNERS LLC

By: Berkshire Partners LLC,
its sole Managing Member

By: Berkshire Partners Holdings LLC,
its managing member

By: /s/ Sharlyn C. Heslam
Name: Sharlyn C. Heslam
Title: Managing Director

Dated: October 2, 2012

Joint Filer Information

Name of Joint Filer: BERKSHIRE FUND VII, L.P.

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35TH FLOOR
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction Required to be Reported (Month/Day/Year): 9/28/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:
BERKSHIRE FUND VII, L.P.

By: Seventh Berkshire Associates LLC,
its general partner

By: /s/ Sharlyn C. Heslam
Name: Sharlyn C. Heslam
Title: Managing Director

Dated: October 2, 2012

Joint Filer Information

Name of Joint Filer: BERKSHIRE FUND VII-A, L.P.

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35TH FLOOR
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction Required to be Reported (Month/Day/Year): 9/28/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:
BERKSHIRE FUND VII-A, L.P.

By: Seventh Berkshire Associates LLC,
its general partner

By: /s/ Sharlyn C. Heslam
Name: Sharlyn C. Heslam
Title: Managing Director

Dated: October 2, 2012

Joint Filer Information

Name of Joint Filer: BERKSHIRE INVESTORS IV LLC

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35TH FLOOR
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction Required to be Reported (Month/Day/Year): 9/28/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:
BERKSHIRE INVESTORS IV LLC

By: /s/ Sharlyn C. Heslam
Name: Sharlyn C. Heslam
Title: Managing Director

Dated: October 2, 2012

Joint Filer Information

Name of Joint Filer: BERKSHIRE INVESTORS III LLC

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35TH FLOOR
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction Required to be Reported (Month/Day/Year): 9/28/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:
BERKSHIRE INVESTORS III LLC

By: /s/ Sharlyn C. Heslam
Name: Sharlyn C. Heslam
Title: Managing Director

Dated: October 2, 2012

Joint Filer Information

Name of Joint Filer: STOCKBRIDGE ASSOCIATES LLC

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35TH FLOOR
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction Required to be Reported (Month/Day/Year): 9/28/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:
STOCKBRIDGE ASSOCIATES LLC

By: /s/ Sharlyn C. Heslam
Name: Sharlyn C. Heslam
Title: Managing Director

Dated: October 2, 2012

Joint Filer Information

Name of Joint Filer: STOCKBRIDGE FUND, L.P.

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35TH FLOOR
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction Required to be Reported (Month/Day/Year): 9/28/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:
STOCKBRIDGE FUND, L.P.

By: StockbridgeAssociates LLC,
its general partner

By: /s/ Sharlyn C. Heslam
Name: Sharlyn C. Heslam
Title: Managing Director

Dated: October 2, 2012

Joint Filer Information

Name of Joint Filer: STOCKBRIDGE FUND M, L.P.

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35TH FLOOR
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction Required to be Reported (Month/Day/Year): 9/28/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:
STOCKBRIDGE FUND M, L.P.

By: StockbridgeAssociates LLC,
its general partner

By: /s/ Sharlyn C. Heslam
Name: Sharlyn C. Heslam
Title: Managing Director

Dated: October 2, 2012

Joint Filer Information

Name of Joint Filer: STOCKBRIDGE ABSOLUTE RETURN FUND, L.P.

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35TH FLOOR
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction Required to be Reported (Month/Day/Year): 9/28/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

STOCKBRIDGE ABSOLUTE RETURN FUND, L.P.

By: StockbridgeAssociates LLC,
its general partner

By: /s/ Sharlyn C. Heslam
Name: Sharlyn C. Heslam
Title: Managing Director

Dated: October 2, 2012

Joint Filer Information

Name of Joint Filer: STOCKBRIDGE MASTER FUND (OS), L.P.

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35TH FLOOR
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction Required to be Reported (Month/Day/Year): 9/28/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

STOCKBRIDGE MASTER FUND (OS),
L.P.

By: StockbridgeAssociates LLC,
its general partner

By: /s/ Sharlyn C. Heslam

Name: Sharlyn C. Heslam

Title: Managing Director

Dated: October 2, 2012