

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* FIFTH BERKSHIRE ASSOCIATES LLC (Last) (First) (Middle) C/O BERKSHIRE PARTNERS LLC ONE BOSTON PLACE SUITE 3300 (Street) BOSTON MA 02108 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol CARTERS INC [CRI]	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)
	3. Date of Earliest Transaction (Month/Day/Year) 05/04/2006	
		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

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	05/04/2006		J ⁽¹⁾		3,397,910	D	\$67.6 ⁽²⁾	0	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)		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	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
FIFTH BERKSHIRE ASSOCIATES LLC
 (Last) (First) (Middle)
C/O BERKSHIRE PARTNERS LLC
ONE BOSTON PLACE SUITE 3300
 (Street)
BOSTON MA 02108
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
BERKSHIRE FUND V L P
 (Last) (First) (Middle)
C/O BERKSHIRE PARTNERS LLC
ONE BOSTON PLACE SUITE 3300
 (Street)
BOSTON MA 02108
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
BERKSHIRE FUND V COINVESTMENT FUND LTD PARTNERSHIP
 (Last) (First) (Middle)

C/O BERKSHIRE PARTNERS LLC
ONE BOSTON PLACE SUITE 3300

(Street)
BOSTON MA 02108

(City) (State) (Zip)

1. Name and Address of Reporting Person*

BERKSHIRE INVESTORS LLC

(Last) (First) (Middle)

C/O BERKSHIRE PARTNERS LLC
ONE BOSTON PLACE SUITE 3300

(Street)
BOSTON MA 02108

(City) (State) (Zip)

Explanation of Responses:

1. On May 4, 2006, Berkshire Fund V, Limited Partnership ("Fund V") and Berkshire Fund V Coinvestment Fund, Limited Partnership ("Coinvest Fund") distributed a total of 3,397,910 shares of common stock of the Issuer (the "Common Stock") pro rata to their respective limited partners, of which 2,308,419 of the shares were directly held by Fund V and 1,089,491 shares were directly held by Coinvest Fund. Of the 3,397,910 shares of Common Stock distributed, Fifth Berkshire Associates LLC ("FBA"), as the sole general partner of Fund V and Coinvest Fund, had a pecuniary interest in 563,489 shares, which FBA received as part of the distribution and holds on behalf of the members of FBA until such shares are distributed to the members or sold.
2. The price listed in the table above is the designated price per share distributed in the pro rata distribution pursuant to the governing documents of Fund V and Coinvest Fund. No consideration was paid to Fund V or Coinvest Fund in connection with the distribution.

By: /s/ Bradley M. Bloom 05/08/2006

** 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.

Attachment to Form 4 – Joint Filer Information

Pursuant to Instruction 4(b)(v) of the General Instructions to Form 4, this joint filer information is also being filed on behalf of the Reporting Persons set forth below as an exhibit to the Form 4 filed by Fifth Berkshire Associates LLC. The date of event requiring this statement is 5/4/06 and the securities to which this Form 4 relates are shares of common stock of Carter's, Inc.

TABLE I: Non-Derivative Securities Beneficially Owned

Name and Address of Reporting Person	Transaction Code	Securities Disposed of (D)	Price	Amount of Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form: Direct (D) or Indirect (I)	Nature of Indirect Beneficial Ownership
Berkshire Fund V, Limited Partnership	J(b)	2,308,419	\$ 67.60(c)	0		D
Berkshire Fund V Coinvestment Fund, Limited Partnership	J(b)	1,089,491	\$ 67.60(c)	0		D
Berkshire Investors LLC	(a)	J(b)	230,842	\$ 67.60(c)	0	D

The address of each of the above-listed Reporting Person is c/o Berkshire Partners LLC, One Boston Place, Suite 3300, Boston, Massachusetts 02108

(a) Prior to the transaction reported in this Form 4, Berkshire Investors LLC may have been deemed to be, but does not admit to having been, a member of a "group" holding over 10% of the outstanding Common Stock of the Issuer for purposes of Section 13(d)(3) of the Exchange Act.

(b) See Footnote 1 to this Form 4.

(c) The price listed in the table above is the designated price per share distributed in the pro rata distribution pursuant to the governing documents of the three funds. No consideration was paid to any of the three funds in connection with the distribution.

Signature of Reporting Persons:

BERKSHIRE FUND V, LIMITED PARTNERSHIP

By: Fifth Berkshire Associates LLC,
its General Partner

By: /s/ Bradley M. Bloom
Name: Bradley M. Bloom
Title: Managing Director

BERKSHIRE FUND V COINVESTMENT FUND, LIMITED PARTNERSHIP

By: Fifth Berkshire Associates LLC,
its General Partner

By: /s/ Bradley M. Bloom
Name: Bradley M. Bloom
Title: Managing Director

BERKSHIRE INVESTORS LLC

By: /s/ Bradley M. Bloom
Name: Bradley M. Bloom
Title: Managing Director