FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549
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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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

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>Krugman Kendra</u>					2. Issuer Name and Ticker or Trading Symbol CARTERS INC [CRI]									Relationship of Reporting Person(s) to Issue (Check all applicable) Director Officer (give title Other (spe					vner
(Last) 3438 PE	(First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 02/28/2024									X Officer (give title Other (specify below) SEVP, Chief Crea. & Gwth. Ofc.					
SUITE 1800					4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)	ΓA GA	A 3	0326	•										X		filed by Mo		orting Personn One Repo	
(City)	(St	ate) (Z	Zip)		Rul	le 10)b5-	1(c)	Trans	sact	ion Indi	catio	n						
						Check to satisfy to	his box he affir	to indic	cate that a defense o	a trans condition	action was m ons of Rule 10	ade purs 0b5-1(c).	suant to See In	a conti structio	ract, instru n 10.	uction or writt	ten pla	n that is inter	nded to
		Table	I - No	n-Deriva	tive S	Secui	rities	Acq	uired,	Dis	posed of	or B	enefi	icially	y Own	ed			
Date				2. Transac Date (Month/Da	Execution			Date,	3. Transaction Code (Instr. 8)			s Acquired (A) of (D) (Instr. 3, 4			5. Amo Securit Benefic Owned Report	ies cially Following	Form (D) o	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
									Code	v	Amount	(A) ((D)	Pr	ice	Transa	ction(s) 3 and 4)			(
Common Stock				02/28/	2024				A		9,152(1)	A	\perp	\$0 63		3,520(2)		D	
Common Stock				02/28/	/2024				A		9,152(3)	A		\$ <mark>0</mark>	72,	2,672 ⁽²⁾		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)	tive Conversion Date Execution Date or Exercise (Month/Day/Year) if any			on Date,	Code (Instr.		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 (Insti 3 and 4)		De Se (In	Price of rivative curity str. 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	Amour or Number of Shares	er					

Explanation of Responses:

- 1. These restricted shares are subject to restrictions that lapse in four equal annual installments beginning one year from the grant date.
- 2. Some of these shares are restricted shares that are subject to either time-vesting or performance-based restrictions.
- 3. These performance-based restricted shares cliff vest three years from the grant date based upon the achievement of certain targets.

Remarks:

/s/Derek Swanson, Attorney-

03/01/2024

in-Fact

** 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.