

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **November 4, 2004**

CARTER'S, INC.
THE WILLIAM CARTER COMPANY
(Exact Name of Registrants as Specified in Charters)

Delaware
Massachusetts
(States of Other Jurisdiction
of Incorporation)

001-31829
333-22155
(Commission File Numbers)

19-3912933
04-1156680
(IRS Employer
Identification Nos.)

1170 Peachtree St. NE, Suite 900
Atlanta, Georgia 30309
(Address of Principal Executive Offices) (Zip Code)

Registrants' telephone number, including area code: **(404) 745-2700**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Information A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02(d) Election of a New Director.

On November 4, 2004, Carter's, Inc. (the "Company") issued a press release announcing that Elizabeth Smith had been elected to its Board of Directors. A copy of this press release is being furnished as Exhibit 99.1 to this Report on Form 8-K. Ms. Smith was also elected to the Board of Directors of The William Carter Company, a wholly owned subsidiary of the Company. Ms. Smith's election to the Board of Directors is effective as of November 4, 2004. Ms. Smith will serve on the Compensation Committee of the Company's Board of Directors. Pursuant to the Company's By-laws, Ms. Smith will serve as a Class 1 Director until the Company's 2007 Annual Meeting of Shareholders and her successor is duly elected and qualified.

As a Director, Ms. Smith will receive an initial grant of \$100,000 worth of Company restricted stock, vesting after three years. Annually, Ms. Smith shall receive director compensation of \$60,000 worth of Company restricted stock, vesting after one year, an annual retainer of \$20,000, and certain meeting and committee fees.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits:

99.1 Press Release issued by the Company on November 4, 2004.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CARTER'S, INC.

Date: November 8, 2004

By: /s/ Michael D. Casey

Name: Michael D. Casey

Title: Executive Vice President and
Chief Financial Officer

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EXHIBIT INDEX

The following designated exhibits are incorporated by reference or filed with this report, as indicated:

99.1 Press Release issued by the Company on November 4, 2004.

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The logo for Carter's, featuring the word "carter's" in a lowercase, serif font with a registered trademark symbol, set against a dark grey rectangular background.

Contact:
Eric Martin, Director of Investor Relations
(404) 745-2889

CARTER'S NAMES NEW BOARD MEMBER

ATLANTA – November 4, 2004 – Carter's, Inc. (NYSE: CRI), the largest branded marketer of baby and young children's apparel in the United States, announced today that Elizabeth A. Smith, 41, who was recently named Executive Vice President and Brand President of Avon Products, Inc., has joined Carter's Board of Directors, effective immediately. The appointment of Ms. Smith increases the size of Carter's Board to eight members.

Ms. Smith, currently Group Vice President of Kraft Foods North America and President of its Beverage and Grocery segment, will join Avon Products effective January 1, 2005. Ms. Smith will be responsible for the strategic management of Avon's worldwide brand and product categories, and will lead all global brand and marketing functions.

Frederick J. Rowan II, Carter's Chairman and Chief Executive Officer, commented, "Carter's welcomes Liz Smith to its Board of Directors. She is a highly regarded branding expert, a strong leader at Kraft Foods and someone who has an outstanding brand and consumer marketing skill set. Her new appointment at Avon is further testament to her reputation and marketing savvy. Liz's skills and insights, complementing those of our already distinguished Board, are assets that will be of great value to Carter's future. We look forward to her contributions."

Ms. Smith joined Kraft Foods Inc. in 1990 as Assistant Brand Manager of Jell-O Ready-to-Eat-Snacks. In October 2002, she was named Group Vice President, Kraft Foods North America and President of its Beverages, Desserts and Cereal segment. In January 2004, Ms. Smith assumed the role of Group Vice President, Kraft Foods North America and President of its Beverage and Grocery segment.

Carter's newest Board member began her career in 1986 as a financial analyst at Paine Webber. Ms. Smith is a graduate of the University of Virginia, where she was elected to Phi Beta Kappa and also holds a Masters in Business Administration from the Stanford Graduate School of Business. Ms. Smith resides in Manhattan.

Carter's is the nation's largest branded marketer of children's apparel for ages newborn to six years old. Carter's branded products are sold through over 4,000 department and national chain stores and its 177 retail stores. Carter's sells its *Child of Mine* and *Tykes* brands to Wal*Mart and Target, respectively.

For more information on Carter's, please visit www.carters.com.

Cautionary Language

The above includes forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such statements are subject to certain risks, uncertainties and assumptions and actual results may vary materially from those anticipated. For information about risks facing the Company, see the Company's final prospectus dated September 23, 2004 under the headings "Risk Factors," "Business-Competition; Certain Risks" and "Statement Regarding Forward-Looking Statements."
