FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPR	ROVAL							
	OMB Number:	3235-0287							
	Estimated average burden								
1	hours per response.	0.5							

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

City   (State)   (Zip)	1. Name and Address of Reporting Person*  WHIDDON THOMAS E						2. Issuer Name <b>and</b> Ticker or Trading Symbol CARTERS INC [ CRI ]											olicable)	ng Persor	erson(s) to Issuer	
A. If Amendment, Date of Original Filed (Month/Day/Year)   Street							` ' '														
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Instr. 3)  3. Transaction (Instr. 3, 4)  Code V Amount (A) or Drivative Securities Seneficially Owned Following Reported Transaction(S) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities (Month/Day/Year) (Month/Day/Year) (B) (Instr. 4) (Derivative Securities Securities Derivative Securities							4. If Amendment, Date of Original Filed (Month/Day/Year)									<u> </u>					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction (Month/Day/Year)  2. Transaction (Month/Day/Year)  2. Transaction (Month/Day/Year)  3. Transaction (P)  3. Transaction (Noth (Noth)																Form filed by More than One Reporting					
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  3. Transaction Double (D) (Instr. 3, 4 and 5)  3. Transaction (D) (Instr. 3, 4 and 5)  3. Transaction Date (I) (Instr. 4)  3. Transaction Date (I) (Instr. 4)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  5. Amount of Securities Beneficially Owned Flowing Reported Transaction (S) (Instr. 4)  6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  7. Title and Amount of Securities Securities Securities Date (Month/Day/Year)  8. Price of Derivative Securities (Month/Day/Year)  9. Number of derivative Securities Direct (D) or Indirect (I) (Instr. 4)  9. Number of derivative Securities Direct (D) or Indirect (I) (Instr. 4)  9. Number of derivative Securities Direct (D) or Indirect (I) (Instr. 4)  9. Number of derivative Securities Direct (D) or Indirect (I) (Instr. 4)  9. Number of derivative Securities Direct (D) or Indirect (I) (Instr. 4)  9. Number of derivative Securities Direct (D) or Indirect (I) (Instr. 4)  9. Number of derivative Securities Direct (D) or Indirect (I) (Instr. 4)	(City) (State) (Zip)																				
Date (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   Code (Instr. 3)   Disposed Of (D) (Instr. 3, 4 and 5)   Owned Following Reported Transaction(s) (Instr. 3 and 4)   Disposed Of (D) (Instr. 3, 4 and 5)   Owned Following Reported Transaction(s) (Instr. 3 and 4)   Disposed Of (D) (Instr. 3, 4 and 5)   Owned Following Reported Transaction(s) (Instr. 3 and 4)   Disposed Of (D) (Instr. 3, 4 and 5)   Owned Following Reported Transaction(s) (Instr. 3)   Owned Following Reported Transaction (Instr. 4)   Owned Following Reported Transaction (Instr. 4)   Ownership Form: Disposed Of (D) (Instr. 3, 4 and 5)   Owned Following Reported Transaction (Instr. 4)   Ownership Form: Disposed Of (D) (Instr. 3, 4 and 4)   Ownership Form: Disposed Of (D) (Instr. 3, 4 and 5)   Ownership Form: Disposed Of (D) (Instr. 4)   Ownership Form: Disposed Of (D) (Instr. 5)   Ownership Form: Disposed Of (D) (Inst	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
Common Stock    Code   V   Amount   (A) or (D)   Price   Transaction(S) (Instr. 3 and 4)     Common Stock   Common Stock   Disposed of (Instr. 3)   Price   Transaction(S) (Instr. 3)   Price   Common Stock   Common Stock   Disposed of (Instr. 3)   Price of Derivative Security (Instr. 4)   Price of Derivative Security (Instr. 3)   Price of Derivative Security (Instr. 4)   Price of Derivative Security (Instr	Date						Execution Date, ay/Year) if any			Transaction Disposed Of (I Code (Instr. 5)					4 and Secu Bend Own		ties cially I Following	Form: Direct (D) or Indirect		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
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 (Instr. 3)  3. Transaction Date Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date Exercisable and Expiration Date (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Derivative Securities Underlying Derivative Security (Instr. 3)  8. Price of Derivative Security (Instr. 5)  9. Number of Derivative Security (Instr. 4)  9. Number of Derivative Security (Instr. 3)  9. Number of Derivative Security (Instr. 3)  9. Number of Derivative Security (Instr. 4)								Code	v	Amount		(A) or (D)	Price	.	Transaction(s)				(111501.4)		
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Security Security (Instr. 3, 4, 4)  4. Transaction Code (Instr. 8)  5. Number of Derivative Securities Underlying Derivative Security (Instr. 3, 4, 4)  7. Title and Amount of Security Securities Underlying Derivative Security (Instr. 3, 4, 4)  8. Price of Derivative Security (Instr. 5)  9. Number of Derivative Security (Instr. 4)	Common	Stock	)5/17/2012						2,412	12 A		\$0	(1)	88,001		D					
Derivative Security (Instr. 3)    Date																					
Amount or Number	Derivative Security	tive Conversion or Exercise (Month/Day/Year) Execution Date, if any (Month/Day/Year) Price of Derivative (Month/Day/Year) (Month/Day/Year) 8)				Transa Code (	ransaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4			Expiration Date			Amount of Securities Underlying Derivative Security (Instr. and 4)			Derivative Security (Instr. 5)		derivative Securities Beneficially Owned Following Reported Transaction	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

## **Explanation of Responses:**

1. These shares were granted as part of Mr. Whiddon's annual director compensation.

## Remarks:

Brendan M. Gibbons,

05/21/2012 Attorney-in-Fact for Thomas

E. Whiddon

\*\* 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.