

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

<b>1. Name and Address of Reporting Person*</b> <u>CASEY MICHAEL DENNIS</u>  (Last) (First) (Middle) <u>3438 PEACHTREE ROAD NE</u> <u>SUITE 1800</u>  (Street) <u>ATLANTA GA 30326</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>CARTERS INC [ CRI ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chairman and CEO</b></p>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>11/06/2017</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	11/06/2017		M		26,524 <sup>(1)</sup>	A	\$17.9	385,436 <sup>(2)</sup>	D	
Common Stock	11/06/2017		S		15,267 <sup>(1)</sup>	D	\$99.42 <sup>(3)</sup>	370,169 <sup>(2)</sup>	D	
Common Stock	11/06/2017		S		11,257 <sup>(1)</sup>	D	\$98.77 <sup>(4)</sup>	358,912 <sup>(2)</sup>	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)		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 (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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Purchase)	\$17.9	11/06/2017		M		26,524 <sup>(1)</sup>		08/06/2009 <sup>(5)</sup>	08/06/2018	Common Stock	26,524 <sup>(6)</sup>	\$0	79,571 <sup>(6)</sup>	D	

**Explanation of Responses:**

- The transaction reported in this Form 4 was effectuated pursuant to a Rule 10b5-1 trading plan entered into on May 19, 2017.
- Some of these shares are restricted shares that are subject to either time-vesting or performance-based restrictions.
- This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$99.05 to \$99.73, inclusive. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$98.05 to \$99.04, inclusive. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- These options are all exercisable.
- All of these options are exercisable.

**Remarks:**

/s/Michael C. Wu, Attorney-in-Fact 11/07/2017

\*\* 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.

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