

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>Berkshire Partners LLC</u> (Last) (First) (Middle) 200 CLARENDON STREET 35TH FLOOR (Street) BOSTON MA 02116 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/04/2010	3. Issuer Name and Ticker or Trading Symbol <u>CARTERS INC [CRI]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	22,682	D ⁽¹⁾	
Common Stock	5,406,930	I	See Footnote ⁽²⁾
Common Stock	88,363	D ⁽³⁾	
Common Stock	39,124	D ⁽⁴⁾	
Common Stock	184,835	D ⁽⁵⁾	
Common Stock	5,746	D ⁽⁶⁾	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>Berkshire Partners LLC</u> (Last) (First) (Middle) 200 CLARENDON STREET 35TH FLOOR (Street) BOSTON MA 02116 (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>Seventh Berkshire Associates LLC</u> (Last) (First) (Middle) C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR (Street) BOSTON MA 02116 (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>Stockbridge Partners LLC</u>

(Last) (First) (Middle)

C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35TH FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BERKSHIRE FUND VII L P](#)

(Last) (First) (Middle)

C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35TH FLOOR

(Street)
BOSTON MA 02108

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BERKSHIRE FUND VII-A L P](#)

(Last) (First) (Middle)

C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35TH FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Berkshire Investors IV LLC](#)

(Last) (First) (Middle)

C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35TH FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Berkshire Investors III LLC](#)

(Last) (First) (Middle)

C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35TH FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Stockbridge Fund, L.P.](#)

(Last) (First) (Middle)

C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35TH FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Stockbridge Absolute Return Fund, L.P.

(Last) (First) (Middle)

C/O BERKSHIRE PARTNERS LLC

200 CLARENDON STREET, 35TH FLOOR

(Street)

BOSTON MA 02116

(City)

(State)

(Zip)

Explanation of Responses:

1. Represents shares held directly by Berkshire Partners LLC ("Berkshire Partners").

2. Represents shares held indirectly by Berkshire Partners, Seventh Berkshire Associates LLC ("7BA") and Stockbridge Partners LLC ("Stockbridge Partners"). Berkshire Fund VII, L.P. ("Fund VII") owns 4,414,319 shares through a wholly owned subsidiary. Berkshire Fund VII-A, L.P. ("Fund VII-A") owns 825,301 shares through a wholly owned subsidiary. Stockbridge Partners holds 167,310 shares on behalf of a managed account. 7BA is the sole general partner of Fund VII and Fund VII-A. Berkshire Partners, 7BA and Stockbridge Partners are under common control and may be deemed to be, but do not admit to being, a group for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934. Each of Berkshire Partners, 7BA and Stockbridge Partners disclaims beneficial ownership of any securities except to the extent of its pecuniary interest therein.

3. Represents shares held directly by Berkshire Investors IV LLC. Berkshire Investors IV LLC may be deemed to be, but does not admit to being, 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 Securities Exchange Act of 1934.

4. Represents shares held directly by Berkshire Investors III LLC. Berkshire Investors III LLC may be deemed to be, but does not admit to being, 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 Securities Exchange Act of 1934.

5. Represents shares held directly by Stockbridge Fund, L.P. ("Stockbridge Fund"). Stockbridge Associates LLC ("SA LLC") is the sole general partner of Stockbridge Fund. SA LLC disclaims beneficial ownership of such shares of common stock except to the extent of its pecuniary interest therein. Stockbridge Fund and SA LLC may be deemed to be, but do not admit to being, 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 Securities Exchange Act of 1934.

6. Represents shares held directly by Stockbridge Absolute Return Fund, L.P. ("Stockbridge Absolute"). SA LLC is the sole general partner of Stockbridge Absolute. SA LLC disclaims beneficial ownership of such shares of common stock except to the extent of its pecuniary interest therein. Stockbridge Absolute and SA LLC may be deemed to be, but do not admit to being, 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 Securities Exchange Act of 1934.

Remarks:

Exhibit 99.1 (Joint Filer Information) incorporated herein by reference.

/s/ Michael C. Ascione,
Managing Director Berkshire 11/08/2010
Partners LLC

** 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 5 (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.

Joint Filer Information

Name of Joint Filer: SEVENTH BERKSHIRE ASSOCIATES LLC

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35th Floor
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Event Requiring Statement
(Month/Day/Year): 11/4/10

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:
SEVENTH BERKSHIRE ASSOCIATES LLC

By: /s/ Michael C. Ascione
Name: Michael C. Ascione
Title: Managing Director

November 8, 2010

Joint Filer Information

Name of Joint Filer: STOCKBRIDGE PARTNERS LLC

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35th Floor
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Event Requiring Statement
(Month/Day/Year): 11/4/10

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

STOCKBRIDGE PARTNERS LLC

By: Berkshire Partners LLC,
its sole Managing Member

By: /s/ Michael C. Ascione

Name: Michael C. Ascione

Title: Managing Director

November 8, 2010

Joint Filer Information

Name of Joint Filer: BERKSHIRE FUND VII, L.P.

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35th Floor
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Event Requiring Statement
(Month/Day/Year): 11/4/10

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

BERKSHIRE FUND VII, L.P.

By: Seventh Berkshire Associates LLC,
its general partner

By: /s/ Michael C. Ascione
Name: Michael C. Ascione
Title: Managing Director

November 8, 2010

Joint Filer Information

Name of Joint Filer: BERKSHIRE FUND VII-A, L.P.

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35th Floor
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Event Requiring Statement
(Month/Day/Year): 11/4/10

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

BERKSHIRE FUND VII-A, L.P.

By: Seventh Berkshire Associates LLC,
its general partner

By: /s/ Michael C. Ascione

Name: Michael C. Ascione

Title: Managing Director

November 8, 2010

Joint Filer Information

Name of Joint Filer: BERKSHIRE INVESTORS IV LLC

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35th Floor
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Event Requiring Statement
(Month/Day/Year): 11/4/10

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:
BERKSHIRE INVESTORS IV LLC

By: /s/ Michael C. Ascione
Name: Michael C. Ascione
Title: Managing Director

November 8, 2010

Joint Filer Information

Name of Joint Filer: BERKSHIRE INVESTORS III LLC

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35th Floor
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Event Requiring Statement
(Month/Day/Year): 11/4/10

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:
BERKSHIRE INVESTORS III LLC

By: /s/ Michael C. Ascione
Name: Michael C. Ascione
Title: Managing Director

November 8, 2010

Joint Filer Information

Name of Joint Filer: STOCKBRIDGE ASSOCIATES LLC

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35th Floor
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Event Requiring Statement
(Month/Day/Year): 11/4/10

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:
STOCKBRIDGE ASSOCIATES LLC

By: /s/ Robert J. Small
Name: Robert J. Small
Title: Managing Director

November 8, 2010

Joint Filer Information

Name of Joint Filer: STOCKBRIDGE FUND, L.P.

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35th Floor
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Event Requiring Statement
(Month/Day/Year): 11/4/10

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:
STOCKBRIDGE FUND, L.P.

By: Stockbridge Associates LLC,
its general partner

By: /s/ Robert J. Small
Name: Robert J. Small
Title: Managing Director

November 8, 2010

Joint Filer Information

Name of Joint Filer: STOCKBRIDGE ABSOLUTE RETURN FUND, L.P.

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35th Floor
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Event Requiring Statement
(Month/Day/Year): 11/4/10

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

STOCKBRIDGE ABSOLUTE RETURN FUND, L.P.

By: Stockbridge Associates LLC,
its general partner

By: /s/ Robert J. Small
Name: Robert J. Small
Title: Managing Director

November 8, 2010

