

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>ROWAN FREDERICK J II</u>  (Last) (First) (Middle) <u>C/O CARTER'S, INC., THE PROSCENIUM</u> <u>1170 PEACHTREE STREET NE, SUITE 900</u>  (Street) <u>ATLANTA GA 30309</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CARTERS INC [ CRI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/23/2005</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	08/23/2005		S		3,000	D	\$57.5	25,893	D	
Common Stock	08/23/2005		S		2,500	D	\$57.55	23,393	D	
Common Stock	08/23/2005		S		3,100	D	\$57.3	20,293	D	
Common Stock	08/23/2005		S		3,700	D	\$57.25	16,593	D	
Common Stock	08/23/2005		S		1,900	D	\$57.6	14,693	D	
Common Stock	08/23/2005		S		1,700	D	\$57	12,993	D	
Common Stock	08/23/2005		S		900	D	\$57.35	12,093	D	
Common Stock	08/23/2005		S		893	D	\$57.57	11,200	D	
Common Stock	08/23/2005		S		500	D	\$57.52	10,700	D	
Common Stock	08/23/2005		S		300	D	\$57.14	10,400	D	
Common Stock	08/23/2005		S		200	D	\$57.27	10,200	D	
Common Stock	08/23/2005		S		100	D	\$57.34	10,100	D	
Common Stock	08/23/2005		S		100	D	\$57.67	10,000	D	
Common Stock	08/24/2005		S		100	D	\$57.79	9,900	D	
Common Stock	08/24/2005		S		900	D	\$57.76	9,000	D	
Common Stock	08/24/2005		S		500	D	\$57.65	8,500	D	
Common Stock	08/24/2005		S		500	D	\$57.64	8,000	D	
Common Stock	08/24/2005		S		100	D	\$57.6	7,900	D	
Common Stock	08/24/2005		S		100	D	\$57.55	7,800	D	
Common Stock	08/24/2005		S		300	D	\$57.5	7,500	D	
Common Stock	08/24/2005		S		600	D	\$57.35	6,900	D	
Common Stock	08/24/2005		S		3,800	D	\$57.25	3,100	D	
Common Stock	08/24/2005		S		600	D	\$57.31	2,500	D	
Common Stock	08/24/2005		S		100	D	\$57.18	2,400	D	
Common Stock	08/24/2005		S		2,400	D	\$57.1	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Code (Instr. 8)				6. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Date Exercisable and Expiration Date (Month/Day/Year)	8. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	9. Price of Derivative Security (Instr. 5)	10. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	11. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	12. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)							
Rolled Employee Stock Option (Right to Buy)	\$1.5							(1)	08/15/2011	Common Stock	891,078	891,078	D	
Basic Employee Stock Option (Right to Buy)	\$6.16							(2)	08/15/2011	Common Stock	265,441	265,441	D	
Performance Employee Stock Option (Right to Buy)	\$6.16							(2)	08/15/2011	Common Stock	264,914	264,914	D	

**Explanation of Responses:**

- These options became 100% exercisable upon the date of Mr. Rowan's Restated Stock Option Agreement on August 15, 2001.
- These options are exercisable in five equal annual installments beginning on August 15, 2002.

By: /s/ Fredrick J. Rowan, II      08/24/2005  
 \*\* 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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