

WHETZEL CHARLES E JR
Form 4
August 31, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WHETZEL CHARLES E JR

2. Issuer Name and Ticker or Trading Symbol
CARTERS INC [CRI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1170 PEACHTREE STREET, SUITE 900
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/29/2011

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Fmr EVP-Chief Supply Chai

ATLANTA, GA 30309

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 08/29/2011 | | M | | 10,000 | A | \$ 14.18 |
| Common Stock | 08/29/2011 | | S | | 10,000 | D | \$ 30 (1) |
| Common Stock | 08/29/2011 | | M | | 5,000 | A | \$ 18.14 |
| Common Stock | 08/29/2011 | | S | | 5,000 | D | \$ 30 (1) |
| Common Stock | 08/29/2011 | | M | | 3,250 | A | \$ 28.04 |

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Common Stock 08/29/2011 S 3,250 D \$ 30⁽¹⁾ 146,651 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Purchase) | \$ 14.18 | 08/29/2011 | | M | 10,000 | <u>(2)</u> 07/01/2018 | Common Stock | 10,000 |
| Employee Stock Option (Right to Purchase) | \$ 18.14 | 08/29/2011 | | M | 5,000 | <u>(2)</u> 03/12/2019 | Common Stock | 5,000 |
| Employee Stock Option (Right to Purchase) | \$ 28.04 | 08/29/2011 | | M | 3,250 | <u>(2)</u> 02/16/2020 | Common Stock | 3,250 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WHETZEL CHARLES E JR
1170 PEACHTREE STREET
SUITE 900
ATLANTA, GA 30309

Fmr EVP-Chief Supply Chain

Signatures

Brendan M. Gibbons, Attorney-in-Fact for Charles E.
Whetzel, Jr.

08/31/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).

(1) All these shares sold for the price of \$30.00 per share.

(2) All these options were exercisable as of the trade date.

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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