

WHETZEL CHARLES E JR
Form 4
August 03, 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)
08/01/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Supply Chain

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/01/2011		M		\$ 3.08 193,707	D	
Common Stock	08/01/2011		S		\$ 32.55 146,651 <u>(1)</u>	D	
Common Stock	08/02/2011		M		\$ 3.08 297,669	D	
Common Stock	08/02/2011		S		\$ 31.92 146,651 <u>(2)</u>	D	
	08/03/2011		M		\$ 3.08 218,265	D	

Common
Stock

Common Stock	08/03/2011	S	71,614	D	\$ 31.62	146,651	D
					<u>(3)</u>		

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Purchase)	\$ 3.08	08/01/2011		M	47,056	<u>(4)</u> 08/15/2011	Common Stock	269,68	
Employee Stock Option (Right to Purchase)	\$ 3.08	08/02/2011		M	151,018	<u>(4)</u> 08/15/2011	Common Stock	222,63	
Employee Stock Option (Right to Purchase)	\$ 3.08	08/03/2011		M	71,614	<u>(4)</u> 08/15/2011	Common Stock	71,614	

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
WHETZEL CHARLES E JR 1170 PEACHTREE STREET			EVP & Chief Supply Chain
			Other

SUITE 900
ATLANTA, GA 30309

Signatures

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

08/03/2011

**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).

This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$32.43 to \$32.62, inclusive.

(1) 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 \$31.42 to \$32.70, inclusive.

(2) 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 \$30.93 to \$32.11, inclusive.

(3) 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.

(4) 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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