Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.	.C. 20549
----------------	-----------

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average	burden							
hours per response	: 0.5							

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>Krugman Kendra</u>				2. Issuer Name and Ticker or Trading Symbol CARTERS INC [CRI]									k all app Direc	all applicable) Director		10% O	wner	
`	,	Middle)		3. Date of Earliest Transaction (Month/Day/Year) 02/10/2024								X	belov	v)		below)		
800				4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)							· /						
ΓA GA	A 3	0326										X	Form	filed by Mo		•		
(City) (State) (Zip) Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.											nded to							
	Table	I - No	n-Deriva	tive S	Secui	rities	Acq	uired,	Dis	posed of	or B	enefic	ially	Own	ed			
D		Date	/Day/Year) Exec		Execution Date, if any		Transaction D Code (Instr. 5						5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
							Code	v	Amount	(A) or (D) Prid		9	Transa	ransaction(s)			(Instr. 4)	
Common Stock (02/10/2	/2024			F		5,286(1)	D	D \$81.21		55,883 ⁽²⁾			D		
	Tal								•				•	Owne	d			
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execut if any	ion Date,		ransaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration		Amou		Der Sec (Ins	rivative curity	derivative Securities Beneficially Owned Following Reported	у	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	ACHTREE 800 TA GA (Statement of the content of th	(First) (Packet of the content of th	(First) (Middle) ACHTREE ROAD NE 800 TA GA 30326 (State) (Zip) Table I - No Security (Instr. 3) Stock Table II - Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(First) (Middle) ACHTREE ROAD NE 800 TA GA 30326 (State) (Zip) Table I - Non-Deriva Security (Instr. 3) 2. Transac Date (Month/Da Stock Table II - Derivati (e.g., pu Conversion or Exercise Price of Derivative (Month/Day/Year) 2. (Month/Day/Year) 3. Transaction Date if any (Month/Day/Year)	ACHTREE ROAD NE 800 TA GA 30326 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Security (Instr. 3) Table II - Derivative Security (Month/Day/Year) Stock Table II - Derivative Security (e.g., puts, call fany (Month/Day/Year) and call fany (Month/Day/Year) 2. Conversion or Exercise Price of Derivative Security (Month/Day/Year) A Deemed Execution Date, if any (Month/Day/Year) and code (B) (Month/Day/Year)	ACHTREE ROAD NE 800 TA GA 30326 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Table II - Derivative Security (Month/Day/Year) Stock Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year) Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year) 2. Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year) Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year) Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year) Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year) Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year) Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year) Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year)	ACHTREE ROAD NE 800 TA GA 30326 (State) (Zip) Table I - Non-Derivative Securities (Month/Day/Year) Stock Table II - Derivative Securities (e.g., puts, calls, warra 2. Transaction Date (e.g., puts, calls, warra (e.g., puts, calls, warra (Month/Day/Year) 3. Date of Earliest 02/10/2024 4. If Amendment, 2. Transaction Date (e.g., puts, calls, warra (e.g., puts, calls, warra (e.g., puts, calls, warra 3. Date of Earliest 02/10/2024 2. Transaction Date (e.g., puts, calls, warra (e.g., puts, calls, warra) (e.g., puts, calls, warra) (e.g., puts, calls, warra) (e.g., puts, calls, warra) (e.g., puts, calls, warra)	CARTERS INC CARTERS INC CARTERS INC 3. Date of Earliest Trans 02/10/2024 4. If Amendment, Date of Security (Instr. 3) Table I - Non-Derivative Securities Acque (Month/Day/Year) Stock Table II - Derivative Securities Acque (e.g., puts, calls, warrants, If any (Month/Day/Year) 2. Table II - Derivative Securities Acque (e.g., puts, calls, warrants, If any (Month/Day/Year) 3. Date of Earliest Trans 02/10/2024 4. If Amendment, Date of Securities Acque (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Stock 7. Table II - Derivative Securities Acque (e.g., puts, calls, warrants, If any (Month/Day/Year) 2. Conversion of Exercise Price of Derivative Security (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Date of Earliest Trans 02/10/2024 4. If Amendment, Date of Earliest Transaction Date (Month/Day/Year) 4. If Amendment, Date of Earliest Transaction Date (Month/Day/Year) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) (Instr. 3, 4)	(First) (Middle) ACHTREE ROAD NE 800 TA GA 30326 (State) (Zip) Table I - Non-Derivative Securities Acquired, [Month/Day/Year] (Month/Day/Year) Security (Instr. 3) Table II - Derivative Securities Acquired, [e.g., puts, calls, warrants, option or Exercise Price of Derivative Security Security (Month/Day/Year) 2. Table II - Derivative Securities Acquired, [e.g., puts, calls, warrants, option or Exercise Price of Derivative Security Security (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	CARTERS INC [CRI] 3. Date of Earliest Transaction (Month 02/10/2024 4. If Amendment, Date of Original Filed (State) (Zip) Rule 10b5-1(c) Transaction Check this box to indicate that a transsatisfy the affirmative defense condition Table I - Non-Derivative Securities Acquired, Dissecurity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Dispression of Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) Table II - Derivative Securities Acquired, Dispression of Code (Instr. 8) Table II - Derivative Securities Acquired, Dispression Code (Instr. 8) 3. Transaction Date (Securities Acquired (Instr. 8) Code V Table II - Derivative Securities Acquired (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 4. Transaction Date (A) or Disposed of (D) (Instr. 3, 4 and 5)	(First) (Middle) ACHTREE ROAD NE 800 TA GA 30326 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of Month/Day/Year) Code (Instr. 3) Table II - Derivative Securities Acquired, Disposed of Ge.g., puts, calls, warrants, options, convertib Table II - Derivative Securities Acquired, Disposed of Ge.g., puts, calls, warrants, options, convertibe Securities Acquired (Month/Day/Year) A. Stock Table II - Derivative Securities Acquired, Disposed of Ge.g., puts, calls, warrants, options, convertibe Securities Acquired (Month/Day/Year) A. Stock Table II - Derivative Securities Acquired, Disposed of Ge.g., puts, calls, warrants, options, convertibe Securities Acquired (Month/Day/Year) A. Stock Table II - Derivative Securities Acquired, Disposed of Ge.g., puts, calls, warrants, options, convertibe Securities Acquired (Month/Day/Year) A. Stock Table II - Derivative Securities Acquired, Disposed of Ge.g., puts, calls, warrants, options, convertibe Securities Acquired (Month/Day/Year) A. Deemed Execution Date, If any Ge. Date Exercisable and Expiration Date (Month/Day/Year) Code (Instr. 8) A. Deemed Execution Date, If any Ge. Date Exercisable and Expiration Date (Month/Day/Year) A. Deemed Execution Date, If any Ge. Date Exercisable and Expiration Date (Month/Day/Year) A. Deemed Execution Date, If any Ge. Date Exercisable and Expiration Date (Month/Day/Year) A. Stock Table II - Derivative Securities Acquired, Disposed of Ge.g., Date Exercisable and Expiration Date (Month/Day/Year) A. Deemed Execution Date, If any Ge. Date Exercisable and Expiration Date (Month/Day/Year)	(First) (Middle) ACHTREE ROAD NE 800 TA GA 30326 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible security Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year) Security Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year) Stock Table II - Derivative Securities Acquired (Month/Day/Year) Stock Table II - Derivative Securities Acquired (Month/Day/Year) Table II - Derivative Securities Acquired (Month/Day/Year) Stock Table II - Derivative Securities Acquired (Month/Day/Year) Table II - Derivative Securities Acquired (Month/Day/Year) Security (Month/Day/Year) Table II - Derivative Securities Acquired (Month/Day/Year) Table II - Derivative Securities Acquired (Month/Day/Year) Security (Month/Day/Year) Table II - Derivative Securities Acquired (Month/Day/Year)	(First) (Middle) ACHTREE ROAD NE 800 TA GA 30326 (State) (Zip) Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a satisfy the affirmative defense conditions of Rule 10b5-1(c). See Inst Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) Amount or Disposed Of (D) (Instr. 3, 4 in and 5) Amount or Disposed Of (D) (Instr. 3 and 4) Amount or Disposed Of (D) (Instr. 3 and 4) Amount or Disposed Of (D) (Instr. 3 and 4) Amount or Disposed Of (D) (Instr. 3 and 4) Amount or Disposed Of (D) (Instr. 3 and 4)	CARTERS INC [CRI] 3. Date of Earliest Transaction (Month/Day/Year) 02/10/2024 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Indicate that a transaction was made pursuant to a control Satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (Month/Day/Year) (Month/Day/Year) (Price of the Securities) Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) 4. Derivative Securities Acquired, Disposed of, or Beneficially (Month/Day/Year) (Month/Day/Year) (Instr. 3, 4 and 5) 3. Transaction Date (Instr. 4) (Month/Day/Year) (Month/Day/Year) (Instr. 3, 4 and 5) 4. Derivative Securities Acquired, Disposed of, or Beneficially (Instr. 3, 4 and 5) 4. Derivative Securities Acquired, Disposed of, or Beneficially (Instr. 3, 4 and 5) 4. Derivative Securities Acquired, Disposed of (Instr. 3, 4 and 5) 4. Derivative Securities Acquired, Disposed of (Instr. 4) 4. Derivative Securities Acquired, Disposed of (Instr. 5) 4. Derivative Securities Acquired,	CARTERS INC [CRI] (Check all application of Direct North Polyment) ACHTREE ROAD NE 800 TA GA 30326 (State) (Zip) Rule 10b5-1(c) Transaction Wonth/Day/Year) Check this box to indicate that a transaction was made pursuant to a contract, instrastify the affirmative defense conditions of Rule 10b5-1(c). See instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of nor Beneficially Own Every (Month/Day/Year) Security (Instr. 3) Table II - Porivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Amount of Conversion (Month/Day/Year) (Month/Day/Year) Amount of Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Amount of Conversion (Month/Day/Year) (Month/Day/Year) Amount of Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Amount of Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Amount of Number of Disposed (Month/Day/Year) (Month/Day/Year) Amount of Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4) Amount of Number of Disposed (Month/Day/Year) (Mon	CARTERS INC [CRI] (First) (Middle) ACHTREE ROAD NE 800 TA GA 30326 (State) (Zip) Rule 10b5-1(c) Transaction Indicate that a transaction was made pursuant to a contract, instruction or writt satisfy the affirmative defense conditions of Rule 10b5-1(c). See instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. A Deemed Execution Date, (Instr. 3) 3. Transaction Date (G.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (G.g., puts, calls, warrants, options, convertible securities) 3. A Deemed Execution Date, (Instr. 4) 3. Transaction Date (Month/Day/Year) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Securities Securities Acquired, Disposed Of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (G.g., puts, calls, warrants, options, convertible securities) 4. Securities Acquired (A) or Disposed Of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Securities Acquired (A) or Disposed Of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 4. Securities Acquired (A) or Disposed Of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 4. Securities Acquired (A) or Disposed Of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 5. Securities Acquired (A) or Disposed Of, or Beneficially Owned (Instr. 4)	CARTERS INC [CRI] 3. Date of Earliest Transaction (Month/Day/Year) (First) (Middle) ACHTREE ROAD NE 800 TA GA 30326 Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plassifiery the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Stock 7. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Stock 7. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned 8. Stock 9. S	CARTERS INC [CRI] (First) (Middle) ACHTRE ROAD NE 800 TA GA 30326 (State) (Zip) Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is interested by More than One Rep Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) Derivative Securities Acquired (Month/Day/Year) (B) Stock (Carter SinC [CRI] (Check all applicable) Director X Officer (give title below) EVP, Retail & Chf. Merch. O X Form filed by One Reporting Pers Form filed by More than One Rep Person Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is interested by More than One Rep Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) 2. Transaction (Month/Day/Year) (Month/Day/Ye

Explanation of Responses:

- 1. The transaction reported in this Form 4 reflects withholding of shares of common stock to satisfy tax withholding obligations resulting from the vesting of restricted stock.
- 2. Some of these shares are restricted shares that are subject to either time-vesting or performance-based restrictions.

Remarks:

/s/Derek Swanson, Attorney-

02/12/2024

in-Fact

** 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.

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.