

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 * PETTY JAMES C (Last) (First) (Middle) 1170 PEACHTREE STREET SUITE 900 (Street) ATLANTA GA 30309 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol CARTERS INC [CRI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Former President Retail Stores
	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2013	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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	03/01/2013		S		14,601	D	\$56 ⁽¹⁾	22,500	D	
Common Stock	03/01/2013		M		56,250	A	\$14.18	78,750	D	
Common Stock	03/01/2013		S		56,250	D	\$55.59 ⁽¹⁾	22,500	D	
Common Stock	03/01/2013		M		12,500	A	\$18.14	35,000	D	
Common Stock	03/01/2013		S		12,500	D	\$55.59 ⁽¹⁾	22,500	D	
Common Stock	03/01/2013		M		10,500	A	\$28.04	33,000	D	
Common Stock	03/01/2013		S		10,500	D	\$55.59 ⁽¹⁾	22,500	D	
Common Stock	03/01/2013		M		6,000	A	\$28.44	28,500	D	
Common Stock	03/01/2013		S		6,000	D	\$55.59 ⁽¹⁾	22,500	D	
Common Stock	03/01/2013		M		2,000	A	\$42.61	24,500	D	
Common Stock	03/01/2013		S		2,000	D	\$55.59 ⁽¹⁾	22,500 ⁽²⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Purchase)	\$14.18	03/01/2013		M		56,250		(3)	07/01/2018	Common Stock	56,250	\$0 ⁽⁴⁾	0	D	
Employee Stock Option (Right to Purchase)	\$18.14	03/01/2013		M		12,500		(5)	03/12/2019	Common Stock	12,500	\$0 ⁽⁴⁾	6,250 ⁽⁵⁾	D	
Employee Stock Option (Right to Purchase)	\$28.04	03/01/2013		M		10,500		(5)	02/16/2020	Common Stock	15,750	\$0 ⁽⁴⁾	5,250 ⁽⁵⁾	D	
Employee Stock Option (Right to Purchase)	\$28.44	03/01/2013		M		6,000		(5)	02/24/2021	Common Stock	6,000	\$0 ⁽⁴⁾	6,000 ⁽⁵⁾	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Purchase)	\$42.61	03/01/2013		M		2,000		(5)	02/22/2022	Common Stock	2,000	\$0 ⁽⁴⁾	6,000 ⁽⁵⁾	D	

Explanation of Responses:

1. This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$55.52 to \$56.00, inclusive. 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.
2. These restricted shares are subject to restrictions that lapse in four equal annual installments beginning one year from the grant date.
3. All these options were exercisable as of the trade date.
4. Granted at no cost to the reporting person.
5. These time-vesting options are exercisable in four equal annual installments beginning one year from the grant date.

Remarks:

[/s/Brendan M. Gibbons,](#)
[Attorney-in-Fact for James C. Petty](#) [03/05/2013](#)

** 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.