

☐ 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

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

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>BROWN DAVID ALAN</u> (Last) (First) (Middle) <u>1170 PEACHTREE STREET</u> <u>SUITE 900</u> (Street) <u>ATLANTA</u> <u>GA</u> <u>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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/12/2009</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	03/12/2009		A		5,000 ⁽¹⁾	A	(2)	396,584	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Purchase)	\$3.08						(3)	08/15/2011	Common Stock	389,688		389,688	D	
Employee Stock Option (Right to Purchase)	\$22.01						(4)	05/13/2012	Common Stock	60,000		60,000	D	
Employee Stock Option (Right to Purchase)	\$14.18						(5)	07/01/2018	Common Stock	40,000		40,000	D	
Employee Stock Option (Right to Purchase)	\$18.14	03/12/2009		A		20,000	03/12/2010 ⁽⁶⁾	03/12/2019	Common Stock	20,000	(2)	20,000	D	

Explanation of Responses:

1. These shares are subject to restrictions that lapse in four equal annual installments beginning on March 12, 2010. However, as long as the reporting person remains an employee of the issuer, the reporting person is subject to a policy of the Issuer under which the reporting person may not dispose of the shares until March 12, 2013.

2. Granted at no cost to the reporting person.

3. These options are all exercisable.

4. These time options are exercisable in four equal annual installments beginning on May 13, 2006.

5. These time options are exercisable in four equal annual installments beginning on July 1, 2009.

6. These time options are exercisable in four equal annual installments beginning on March 12, 2010.

Remarks:

/s/Brendan M. Gibbons,
Attorney-in-Fact for David A. Brown
** Signature of Reporting Person

03/16/2009
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.