

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>WHETZEL CHARLES E JR</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> 3. Date of Earliest Transaction (Month/Day/Year) <u>10/01/2009</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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> 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
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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	10/01/2009		M		20,000	A	\$3.08	350,400	D	
Common Stock	10/01/2009		S		20,000	D	\$26.127 ⁽¹⁾⁽²⁾	330,400	D	
Common Stock	10/05/2009		M		20,000	A	\$3.08	350,400	D	
Common Stock	10/05/2009		S		20,000	D	\$26.249 ⁽¹⁾⁽³⁾	330,400	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				Amount or Number of Shares				
Employee Stock Option (Right to Purchase)	\$3.08	10/01/2009		M		20,000	(4) 08/15/2011	Common Stock	339,688	\$0	319,688	D	
Employee Stock Option (Right to Purchase)	\$3.08	10/05/2009		M		20,000	(4) 08/15/2011	Common Stock	319,688	\$0	299,688	D	

Explanation of Responses:

1. The transaction reported in this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 28, 2009.
2. This transaction was effected through multiple trade executions with a price range between \$25.96 and \$26.46. 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 [purchased/sold] at each separate price.
3. This transaction was effected through multiple trade executions with a price range between \$25.99 and \$26.65. 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 [purchased/sold] at each separate price.
4. These options are all exercisable.

Remarks:

/s/Brendan M. Gibbons,
Attorney-in-Fact for Charles E. Whetzel, Jr.
10/05/2009

** 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.