

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

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| 1. Name and Address of Reporting Person*<br><u>PETTY JAMES C</u><br><br>(Last) (First) (Middle)<br><u>1170 PEACHTREE STREET</u><br><u>SUITE 900</u><br><br>(Street)<br><u>ATLANTA</u> <u>GA</u> <u>30309</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>CARTERS INC [ CRI ]</u><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/12/2009</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>President Retail Stores</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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                    | 03/12/2009                           |  | A                              |   | 7,000 <sup>(1)</sup>  | A          | (2)   | 42,000  | 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)  | \$27.06  |                                      |  |                                |   |  | (3)  | 06/05/2017      | Common Stock  | 40,000                     |  | 40,000   | D   |  |
| Employee Stock Option (Right to Purchase)  | \$14.18  |                                      |  |                                |   |  | (4)  | 07/01/2018      | Common Stock  | 75,000                     |  | 75,000   | D   |  |
| Employee Stock Option (Right to Purchase)  | \$18.14  | 03/12/2009                           |  | A                              |   | 25,000   | 03/12/2010 <sup>(5)</sup>                                | 03/12/2019      | Common Stock  | 25,000                     | (2)  | 25,000   | 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 time options are exercisable in four equal annual installments beginning on June 5, 2008.
4. These time options are exercisable in four equal annual installments beginning on July 1, 2009.
5. These time options are exercisable in four equal annual installments beginning on March 12, 2010.

Remarks:

/s/Brendan M. Gibbons,  
Attorney-in-Fact for James C. Petty  
03/16/2009

\*\* 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.