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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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									
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		son*	2. Issuer Name and Ticker or Trading Symbol <u>CARTERS INC</u> [CRI]		ationship of Reporting Pe k all applicable) Director	10% Owner
(Last) (First) (M 1170 PEACHTREE STREET SUITE 900		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/22/2013		Officer (give title below) SVP Human R	Other (specify below) esources
Street) ATLANTA GA 30309 (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line) X	vidual or Joint/Group Filir Form filed by One Rep Form filed by More that Person	porting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)						5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	02/22/2013		F ⁽¹⁾		216	D	\$58.41	23,364 ⁽²⁾	D	
Common Stock	02/24/2013		F ⁽¹⁾		845	D	\$58.41	22,519 ⁽²⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

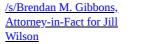
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		5. Nu of Deriv Secu Acqu (A) or Dispo of (D) (Instr and 5	ative rities ired osed	6. Date Exercisable and Expiration Date (Month/Day/Year)		n Date Amount of		8. Price of Derivative Security (Instr. 5)	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			

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:



02/26/2013

** 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.

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