#### ROWAN FREDERICK J II

Form 4

December 13, 2005

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

response...

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* ROWAN FREDERICK J II

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

CARTERS INC [CRI]

(Check all applicable)

(Last)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify

12/09/2005

C/O CARTER'S, INC., THE PROSCENIUM, 1170 PEACHTREE

STREET NE, SUITE 900

6. Individual or Joint/Group Filing(Check

Chief Executive Officer

Applicable Line)

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

ATLANTA, GA 30309 (City) (State)

(City)	(State)	Table Table	e I - Non-D	erivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Common Stock	12/09/2005		M	57,900	A	\$ 1.5	57,900	D	
Common Stock	12/09/2005		S	600	D	\$ 63.4	57,300	D	
Common Stock	12/09/2005		S	200	D	\$ 63.31	57,100	D	
Common Stock	12/09/2005		S	100	D	\$ 63.22	57,000	D	
Common Stock	12/09/2005		S	1,000	D	\$ 63.21	56,000	D	

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Common Stock	12/09/2005	S	10,800	D	\$ 63.2	45,200	D
Common Stock	12/09/2005	S	800	D	\$ 63.18	44,400	D
Common Stock	12/09/2005	S	200	D	\$ 63.02	44,200	D
Common Stock	12/09/2005	S	300	D	\$ 63	43,900	D
Common Stock	12/09/2005	S	800	D	\$ 62.85	43,100	D
Common Stock	12/09/2005	S	600	D	\$ 62.81	42,500	D
Common Stock	12/09/2005	S	4,800	D	\$ 62.8	37,700	D
Common Stock	12/09/2005	S	1,000	D	\$ 62.45	36,700	D
Common Stock	12/09/2005	S	200	D	\$ 62.31	36,500	D
Common Stock	12/09/2005	S	500	D	\$ 62.3	36,000	D
Common Stock	12/09/2005	S	100	D	\$ 62.26	35,900	D
Common Stock	12/09/2005	S	100	D	\$ 62.22	35,800	D
Common Stock	12/09/2005	S	100	D	\$ 62.2	35,700	D
Common Stock	12/09/2005	S	200	D	\$ 62.03	35,500	D
Common Stock	12/09/2005	S	10,000	D	\$ 62	25,500	D
Common Stock	12/09/2005	S	300	D	\$ 61.33	25,200	D
Common Stock	12/09/2005	S	600	D	\$ 61.32	24,600	D
Common Stock	12/09/2005	S	100	D	\$ 61.31	24,500	D
Common Stock	12/09/2005	S	800	D	\$ 61.26	23,700	D
Common Stock	12/09/2005	S	1,400	D	\$ 61.25	22,300	D
	12/09/2005	S	1,300	D		21,000	D

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Common Stock					\$ 61.17		
Common Stock	12/09/2005	S	100	D	\$ 61.15	20,900	D
Common Stock	12/09/2005	S	1,100	D	\$ 61.12	19,800	D
Common Stock	12/09/2005	S	1,000	D	\$ 61.11	18,800	D
Common Stock	12/09/2005	S	500	D	\$ 61.1	18,300	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. Transacti Code (Instr. 8)	onDerivative I		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Rolled Employee Stock Option (Right to Buy)	\$ 1.5	12/09/2005		M		57,900	<u>(1)</u>	08/15/2011	Common Stock	57,90
Performance Employee Stock Option (Right to Buy)	\$ 44.01						(2)	05/13/2012	Common Stock	200,0
Employee Stock Option (Right to Buy)	\$ 6.16						(3)	08/15/2011	Common Stock	530,3

### **Reporting Owners**

Reporting Owner Name / Address	Relationships								
<b></b>	Director	10% Owner	Officer	Other					
ROWAN FREDERICK J II C/O CARTER'S, INC., THE PROSCENIUM 1170 PEACHTREE STREET NE, SUITE 900 ATLANTA, GA 30309	X		Chief Executive Officer						

# **Signatures**

By: /s/ Fredrick J. Rowan, II

12/13/2005

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

- \* 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).
- (1) These options became 100% exercisable upon the date of Mr. Rowan's Restated Stock Option Agreement on August 15, 2001.
- (2) These options are performance options that vest upon the achievement of defined performance criteria.
- (3) These options are exercisable in five equal annual installments beginning on August 15, 2002.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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