Edgar Filing: CARTERS INC - Form 4

CARTERS Form 4	INC										
May 08, 20									OMB A	APPROVAL	
FORM	VI 4 UNITED	STATES			AND EXCI n, D.C. 2054		GE C	OMMISSION	OMB Number:	3235-0287	
Check t	ngor			_					Expires:	January 31 2005	
if no longer subject to Section 16. Form 4 or							Estimated average burden hours per response				
Form 5 obligati may co <i>See</i> Inst 1(b).	ntinue.	(a) of the	Public U	Utility Ho		any A	Act of	Act of 1934, 1935 or Section)	1		
(Print or Type	e Responses)										
1. Name and Address of Reporting Person <u>*</u> BLOOM BRADLEY M			2. Issuer Name and Ticker or Trading Symbol CARTERS INC [CRI]					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			3. Date of Earliest Transaction					(Check all applicable)			
	KSHIRE PARTNE E BOSTON PLAC			/Day/Year)				X Director Officer (give below)		% Owner her (specify	
BOSTON.	(Street) MA 02108			nendment, l onth/Day/Ye	Date Original ear)			6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M	one Reporting F	Person	
(City)	(State)	(Zip)			D I <i>I</i> I	••		Person	T (11)		
1.Title of Security (Instr. 3)		2. Transaction Date 2A. Deem			4. Securities 2 onor Disposed of (Instr. 3, 4 an	Acquin of (D)	-	tired, Disposed of 5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	05/04/2006			J <u>(1)</u>	3,628,752	D	\$ 67.6 (2)	32,038	I	By an affiliated investment entity and family members' trusts (3) (4)	
Common Stock								150,002 (5)	D		

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

Edgar Filing: CARTERS INC - Form 4

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	4. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships						
		Director	10% Owner	Officer	Other			
BLOOM BRADLEY M C/O BERKSHIRE PARTNER ONE BOSTON PLACE, SUI BOSTON, MA 02108		х						
Signatures								
By: /s/ Bradley M. Bloom	05/08/2	006						
**Signature of Reporting Person	Date							
Evaluation of Poenoncool								

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).

On May 4, 2006, Berkshire Fund V, Limited Partnership ("Fund V"), Berkshire Fund V Coinvestment Fund, Limited Partnership (1) ("Coinvest Fund"), and Berkshire Investors LLC ("Investors") distributed a total of 3,628,752 shares of common stock of the Issuer (the "Common Stock") pro rata to their respective limited partners and members.

- The price listed in the table above is the designated price per share distributed in the pro rata distribution pursuant to the funds' governing (2)documents. No consideration was paid in connection with the distribution.
- (3) Of these shares, 2,622 shares are held by Berkshire Partners LLC ("Berkshire Partners"), of which Mr. Bloom is a member (shares include 1,311 shares granted pursuant to the issuer's incentive plan on May 12, 2005 for Mr. Bloom's service as a director and 1,311 shares granted pursuant to the issuer's incentive plan on the same date for the director service of another member of Berkshire Partners;

Edgar Filing: CARTERS INC - Form 4

pursuant to agreements between these individuals and Berkshire Partners, these shares were issued directly to Berkshire Partners).

The Reporting Person disclaims any beneficial ownership of any shares in which he does not have a pecuniary interest. The remaining 29,416 shares are held in four trusts for the benefit of the Reporting Person's children. The Reporting Person is not the trustee of, and does
(4) not retain investment control over, any of the trusts. The Reporting Person disclaims beneficial ownership of the securities in the trusts, and the filing of the report is not an admission that the Reporting Person is the beneficial ownership of the securities of the report of t

and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Of the 3,628,752 shares of Common Stock distributed on May 4, 2006, Fifth Berkshire Associates LLC ("FBA"), as the sole general partner of Fund V and Coinvest Fund, has a pecuniary interest in 563,489 shares, which FBA received as part of the distribution and

(5) promptly transferred to the members of FBA. As a managing member of FBA and Investors, the Reporting Person had a pecuniary interest in, and received 66,634 shares of Common Stock. An additional 29,416 shares were distributed to trusts for the benefit of the Reporting Person's children -- see footnote (4).

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.