

CARTERS INC
Form 4
October 16, 2006

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WHETZEL CHARLES E JR

(Last) (First) (Middle)

C/O CARTER'S, INC., THE
PROSCENIUM,, 1170
PEACHTREE STREET NE, SUITE
900

(Street)

ATLANTA, GA 30309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CARTERS INC [CRI]

3. Date of Earliest Transaction
(Month/Day/Year)
10/12/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive VP - Global Sourcing

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)	
			Code	V	Amount	Price				
Common Stock	10/12/2006		S(1)		2,500	D	\$ 29.5101	466,020	D	Beneficial Ownership
Common Stock	10/12/2006		S(1)		1,000	D	\$ 29.51	465,020	D	Beneficial Ownership
Common Stock	10/12/2006		S(1)		1,000	D	\$ 29.49	464,020	D	Beneficial Ownership
Common Stock	10/12/2006		S(1)		500	D	\$ 29.4801	463,520	D	Beneficial Ownership
Common Stock	10/12/2006		S(1)		200	D	\$ 29.37	463,320	D	Beneficial Ownership

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Common Stock							
Common Stock	10/12/2006	<u>S(1)</u>	1,100	D	\$ 29.36	462,220	D
Common Stock	10/12/2006	<u>S(1)</u>	300	D	\$ 29.34	461,920	D
Common Stock	10/12/2006	<u>S(1)</u>	1,300	D	\$ 29.33	460,620	D
Common Stock	10/12/2006	<u>S(1)</u>	1,000	D	\$ 29.32	459,620	D
Common Stock	10/12/2006	<u>S(1)</u>	300	D	\$ 29.29	459,320	D
Common Stock	10/12/2006	<u>S(1)</u>	700	D	\$ 29.28	458,620	D
Common Stock	10/12/2006	<u>S(1)</u>	300	D	\$ 29.27	458,320	D
Common Stock	10/12/2006	<u>S(1)</u>	328	D	\$ 29.25	457,992	D
Common Stock	10/12/2006	<u>S(1)</u>	372	D	\$ 29.24	457,620	D
Common Stock	10/12/2006	<u>S(1)</u>	200	D	\$ 29.21	457,420	D
Common Stock	10/12/2006	<u>S(1)</u>	100	D	\$ 29.09	457,320	D
Common Stock	10/12/2006	<u>S(1)</u>	100	D	\$ 29.08	457,220	D
Common Stock	10/12/2006	<u>S(1)</u>	200	D	\$ 29.07	457,020	D
Common Stock	10/12/2006	<u>S(1)</u>	1,200	D	\$ 29.04	455,820	D
Common Stock	10/12/2006	<u>S(1)</u>	300	D	\$ 29.03	455,520	D
Common Stock	10/12/2006	<u>S(1)</u>	10,000	D	\$ 29	445,520	D

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

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

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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 Underlying Securities (Instr. 3 and 4)	8. F...
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				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 22.01						<u>(2)</u>	05/13/2015	Common Stock	60,000
Employee Stock Option (Right to Buy)	\$ 3.08						<u>(3)</u>	08/15/2011	Common Stock	389,688

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHETZEL CHARLES E JR C/O CARTER'S, INC., THE PROSCENIUM, 1170 PEACHTREE STREET NE, SUITE 900 ATLANTA, GA 30309			Executive VP - Global Sourcing	

Signatures

/s/ Charles E. Whetzel, Jr.	10/16/2006
**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) The sales reported in this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 2, 2006.
- (2) These options are time options exercisable in four equal installments beginning on May 13, 2006.
- (3) These options are all exercisable.

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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