

CARTERS INC

Form 4

November 21, 2014

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CASEY MICHAEL DENNIS

(Last) (First) (Middle)

3438 PEACHTREE ROAD
NE, SUITE1800

(Street)

ATLANTA, GA 30326

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CARTERS INC [CRI]

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

11/19/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/19/2014		S	Amount 19,345 (1) (A) or (D) Price \$ 80.4 (2)	526,091	D	
Common Stock	11/19/2014		M	12,000 (1) A	\$ 34.32	538,091	D
Common Stock	11/19/2014		S	12,000 (1) D	\$ 80.4 (2)	526,091	D
Common Stock	11/19/2014		M	935 (1) A	\$ 22.19	527,026	D
Common Stock	11/19/2014		S	935 (1) D	\$ 80.4 (2)	526,091 (3)	D

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Purchase)	\$ 34.32	11/19/2014		M	12,000 (1)	(4)	02/16/2016	Common Stock	12,000
Employee Stock Option (Right to Purchase)	\$ 22.19	11/19/2014		M	935 (1)	(4)	02/15/2017	Common Stock	935

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CASEY MICHAEL DENNIS 3438 PEACHTREE ROAD NE SUITE1800 ATLANTA, GA 30326	Chief Executive Officer

Signatures

/s/Michael C. Wu, Attorney-in-Fact for Michael D.
Casey

11/21/2014

__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 transactions reported in this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan.

This is the weighted average price. The shares were sold in multiple trade executions at prices ranging from \$80.30 to \$80.92, inclusive.

(2) Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

(3) Some of these shares are restricted shares that are subject to either time-vesting or performance-based restrictions.

(4) 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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