

WHETZEL CHARLES E JR
 Form 4
 March 16, 2009

FORM 4

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

OMB APPROVAL

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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)
 1170 PEACHTREE STREET, 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)
 03/12/2009

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 Vice President

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 (A) or (D) Price		
Common Stock	03/12/2009		A		5,000 <u>(1)</u>	A	<u>(2)</u> 343,420 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 Security (Instr. 3 and 4)	Amount of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Shares
Employee Stock Option (Right to Purchase)	\$ 3.08					(3)		08/15/2011		Common Stock	389,000
Employee Stock Option (Right to Purchase)	\$ 22.01					(4)		05/13/2015		Common Stock	60,000
Employee Stock Option (Right to Purchase)	\$ 14.18					(5)		07/01/2018		Common Stock	40,000
Employee Stock Option (Right to Purchase)	\$ 18.14	03/12/2009		A	20,000	(6)		03/12/2010	03/12/2019	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHETZEL CHARLES E JR 1170 PEACHTREE STREET SUITE 900 ATLANTA, GA 30309			Executive Vice President	

Signatures

/s/ Brendan M. Gibbons, Attorney-in-Fact for Charles E. Whetzel, Jr. 03/16/2009

__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).

These shares are subject to restrictions that lapse in four equal annual installments beginning on March 12, 2010. However, as long as the

- (1) reporting person remains an employee of the issuer, the reporting person is subject to a policy of the Issuer under which the reporting person may not dispose of the shares until March 12, 2013.
- (2) Granted at no cost to the reporting person.
- (3) These options are all exercisable.
- (4) These options are time options exercisable in four equal installments beginning on May 13, 2006.
- (5) These options are time options exercisable in four equal installments beginning on July 1, 2009.
- (6) These time options are exercisable in four equal annual installments beginning on March 12, 2010.

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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