

JONES ROSS M  
Form 4  
November 15, 2005

**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 \*  
JONES ROSS M

(Last) (First) (Middle)

C/O BERKSHIRE PARTNERS  
LLC, ONE BOSTON PLACE,  
SUITE 3300

(Street)

BOSTON, MA 02108

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/10/2005

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)

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	11/10/2005		J <sup>(1)</sup>		3,628,754	D	\$ 62.6 <sup>(2)</sup>
Common Stock					49,429 <sup>(4)</sup>	D	3,631,374

By affiliated investment entities <sup>(3)</sup>

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

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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)	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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
				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

JONES ROSS M  
C/O BERKSHIRE PARTNERS LLC  
ONE BOSTON PLACE, SUITE 3300  
BOSTON, MA 02108

X

## Signatures

By: /s/ Ross M. 11/14/2005  
Jones

\*\*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) On November 10, 2005, Berkshire Fund V, Limited Partnership ("Fund V"), Berkshire Fund V Coinvestment Fund, Limited Partnership ("Coinvest Fund"), and Berkshire Investors LLC ("Investors") distributed a total of 3,628,754 shares of common stock of the Issuer (the "Common Stock") pro rata to their respective limited partners and members.

(2) The price listed in the table above is the designated price per share distributed in the pro rata distribution pursuant to the funds' governing documents. No consideration was paid in connection with the distribution.

(3) Of these shares, 3,628,752 shares are beneficially owned by or through certain investment entities, including Fund V, Coinvest Fund, Investors and Fifth Berkshire Associates LLC ("FBA"). An additional 2,622 shares are held by Berkshire Partners LLC ("Berkshire Partners"), of which Mr. Jones is a member (shares include 1,311 shares granted pursuant to the issuer's incentive plan on May 12, 2005 for Mr. Jones' 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; 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.

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- (4) Of the 3,628,754 shares of Common Stock distributed on November 10, 2005, FBA, as the sole general partner of Fund V and Coinvest Fund, had a pecuniary interest in 618,325 shares, which FBA received as part of the distribution and 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 45,980 shares of Common Stock.

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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