

PETTY JAMES C
Form 4
November 14, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
PETTY JAMES C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1170 PEACHTREE STREET, SUITE 900
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2012

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

President Retail Stores

ATLANTA, GA 30309

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

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

(City) (State) (Zip)

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)			
			Code	V	Amount	Price (A) or (D)				
Common Stock	11/12/2012		M		40,000	\$ 27.06	A	80,408	D	
Common Stock	11/12/2012		S		40,000	\$ 51.07 (1)	D	40,408	D	
Common Stock	11/12/2012		M		18,750	\$ 14.18	A	59,158	D	
Common Stock	11/12/2012		S		18,750	\$ 51.07 (1)	D	40,408	D	
	11/12/2012		M		6,250		A	46,658	D	

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Common Stock					\$			
					18.14			
Common Stock	11/12/2012		S	6,250	D	\$	40,408	D
						51.07		
						<u>(1)</u>		
Common Stock	11/12/2012		M	5,250	A	\$	45,658	D
						28.04		
Common Stock	11/12/2012		S	5,250	D	\$	40,408 ⁽²⁾	D
						51.07		
						<u>(1)</u>		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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)	\$ 27.06	11/12/2012		M	40,000	<u>(3)</u> 06/05/2017	Common Stock 40,000
Employee Stock Option (Right to Purchase)	\$ 14.18	11/11/2012		M	18,750	<u>(3)</u> 07/01/2018	Common Stock 75,000
Employee Stock Option (Right to Purchase)	\$ 18.14	11/12/2012		M	6,250	<u>(3)</u> 03/12/2019	Common Stock 25,000
	\$ 28.04	11/12/2012		M	5,250	<u>(3)</u> 02/16/2020	21,000

