

Lynch Brian
Form 4
March 06, 2018

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 *
Lynch Brian

(Last) (First) (Middle)
3438 PEACHTREE ROAD
NE, SUITE 1800

(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)
03/05/2018

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)
President, Carter's, Inc.

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	03/05/2018		M		4,500 <u>(1)</u> A \$ 18.14 75,604 <u>(2)</u>	D	
Common Stock	03/05/2018		M		13,000 <u>(1)</u> A \$ 28.04 88,604 <u>(2)</u>	D	
Common Stock	03/05/2018		M		9,000 <u>(1)</u> A \$ 28.44 97,604 <u>(2)</u>	D	
Common Stock	03/05/2018		S		8,019 <u>(1)</u> D \$ 115.67 <u>(3)</u> 89,585 <u>(2)</u>	D	
Common Stock	03/05/2018		S		18,481 <u>(1)</u> D \$ 116.31 71,104 <u>(2)</u>	D	

(4)

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)	Amount or Number of Shares
Option (right to buy)	\$ 18.14	03/05/2018		M	4,500 (1)	03/12/2010 ⁽⁵⁾ 03/12/2019	Common Stock	4,500
Option (right to buy)	\$ 28.44	03/05/2018		M	9,000 (1)	02/24/2012 ⁽⁵⁾ 02/24/2021	Common Stock	9,000
Option (right to buy)	\$ 28.04	03/05/2018		M	13,000 (1)	02/16/2011 ⁽⁵⁾ 02/16/2020	Common Stock	13,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lynch Brian 3438 PEACHTREE ROAD NE SUITE 1800 ATLANTA, GA 30326			President, Carter's, Inc.	

Signatures

/s/Michael C. Wu, 03/06/2018
Attorney-in-Fact

**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 transaction reported in this Form 4 was effectuated pursuant to a Rule 10b5-1 trading plan entered into on November 2, 2017.

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

This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$114.93 to \$115.90, inclusive.

(3) 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.

This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$115.93 to \$116.90, inclusive.

(4) 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.

(5) 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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