

BROWN DAVID ALAN
Form 4
December 13, 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 *
BROWN DAVID ALAN

(Last) (First) (Middle)

C/O CARTER'S, INC., THE
PROSCENIUM, 1170 PEACHTREE
STREET NE, 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)
05/13/2005

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)
Exec VP, Operations/COO

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/13/2005 | | A ⁽¹⁾ | 20,000 A \$ 0 | 255,792 | D | |
| Common Stock | 12/09/2005 | | S | 200 D \$ 61.12 | 255,592 | D | |
| Common Stock | 12/09/2005 | | S | 400 D \$ 61.1 | 255,192 | D | |
| Common Stock | 12/09/2005 | | S | 100 D \$ 61.09 | 255,092 | D | |
| Common Stock | 12/09/2005 | | S | 1,600 D \$ 61 | 253,492 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 12/09/2005 | S | 100 | D | \$ 60.8 | 253,392 | D |
| Common Stock | 12/09/2005 | S | 100 | D | \$ 60.54 | 253,292 | D |
| Common Stock | 12/09/2005 | S | 900 | D | \$ 60.55 | 252,392 | D |
| Common Stock | 12/09/2005 | S | 300 | D | \$ 60.44 | 252,092 | D |
| Common Stock | 12/09/2005 | S | 100 | D | \$ 60.35 | 251,992 | D |
| Common Stock | 12/09/2005 | S | 200 | D | \$ 60.34 | 251,792 | D |
| Common Stock | 12/09/2005 | S | 200 | D | \$ 60.33 | 251,592 | D |
| Common Stock | 12/09/2005 | S | 100 | D | \$ 60.3 | 251,492 | D |
| Common Stock | 12/09/2005 | S | 200 | D | \$ 60.31 | 251,292 | D |
| Common Stock | 12/09/2005 | S | 200 | D | \$ 60.28 | 251,092 | D |
| Common Stock | 12/09/2005 | S | 200 | D | \$ 60.26 | 250,892 | D |
| Common Stock | 12/09/2005 | S | 200 | D | \$ 60.29 | 250,692 | D |
| Common Stock | 12/09/2005 | S | 900 | D | \$ 60.25 | 249,792 | D |
| Common Stock | 12/09/2005 | S | 2,600 | D | \$ 60.18 | 247,192 | D |
| Common Stock | 12/09/2005 | S | 2,100 | D | \$ 60.16 | 245,092 | D |
| Common Stock | 12/09/2005 | S | 4,900 | D | \$ 60.2 | 240,192 | D |
| Common Stock | 12/09/2005 | S | 300 | D | \$ 60.17 | 239,892 | D |
| Common Stock | 12/09/2005 | S | 2,500 | D | \$ 60.15 | 237,392 | D |
| Common Stock | 12/09/2005 | S | 2,600 | D | \$ 60.1 | 234,792 | D |
| Common Stock | 12/09/2005 | S | 1,100 | D | \$ 60.13 | 233,692 | D |
| | 12/09/2005 | S | 700 | D | | 232,992 | D |

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| | | | | | | | |
|--------------|------------|--|---|-------|---|----------|-----------|
| Common Stock | | | | | | \$ 60.12 | |
| Common Stock | 12/09/2005 | | S | 900 | D | \$ 60.14 | 232,092 D |
| Common Stock | 12/09/2005 | | S | 3,500 | D | \$ 60.09 | 228,592 D |
| Common Stock | 12/09/2005 | | S | 2,700 | D | \$ 60.01 | 225,892 D |
| Common Stock | 12/09/2005 | | S | 1,100 | D | \$ 60.02 | 224,792 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)

| 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 Buy) | \$ 44.01 | 05/13/2005 | | A | 30,000 | (2) 05/13/2012 | Common Stock 30,000 |
| Employee Stock Option (Right to Buy) | \$ 6.16 | | | | | (3) 08/15/2011 | Common Stock 194,844 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | |
|--------------------------------|---------------|-----------|-------------------------|
| | Director | 10% Owner | Officer |
| | | | Other |
| | | | Exec VP, Operations/COO |

BROWN DAVID ALAN
C/O CARTER'S, INC., THE PROSCENIUM
1170 PEACHTREE STREET NE, SUITE 900
ATLANTA, GA 30309

Signatures

By: /s/ David A. 12/13/2005
Brown

__Signature of Reporting Date
Person

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) These shares are subject to restrictions that lapse upon the satisfaction of certain time and service conditions.
- (2) These options are time options exercisable in four equal annual installments beginning on May 13, 2006.
- (3) These options are exercisable in five equal annual installments beginning on August 15, 2002.

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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