

Gibbons Brendan M.
Form 3
March 01, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Gibbons Brendan M.</p> <p>(Last) (First) (Middle)</p> <p>1170 PEACHTREE STREET, Â SUITE 900</p> <p>(Street)</p> <p>ATLANTA, Â GA Â 30309</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/18/2010</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CARTERS INC [CRI]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP General Counsel & Secretar</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,085 ⁽¹⁾	D	Â
Common Stock	2,319 ⁽²⁾	D	Â
Common Stock	2,750 ⁽³⁾	D	Â
Common Stock	5,000 ⁽⁴⁾	D	Â
Common Stock	2,000 ⁽⁵⁾	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (Right to Purchase)	Â (6)	02/19/2014	Common Stock	29,500	\$ 14.2	D	Â
Employee Stock Option (Right to Purchase)	Â (6)	02/16/2016	Common Stock	2,800	\$ 34.32	D	Â
Employee Stock Option (Right to Purchase)	Â (7)	02/15/2017	Common Stock	6,000	\$ 22.19	D	Â
Employee Stock Option (Right to Purchase)	Â (8)	12/03/2017	Common Stock	6,000	\$ 22.79	D	Â
Employee Stock Option (Right to Purchase)	Â (9)	03/12/2019	Common Stock	10,000	\$ 18.14	D	Â
Employee Stock Option (Right to Purchase)	Â (10)	02/18/2020	Common Stock	5,000	\$ 28.04	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gibbons Brendan M. 1170 PEACHTREE STREET SUITE 900 ATLANTA, GA 30309	Â	Â	Â SVP General Counsel & Secretar	Â

Signatures

Brendan M. Gibbons 03/01/2010

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 restricted shares, granted at no cost to the reporting person, are subject to restrictions that lapse in four equal annual installments beginning on February 16, 2007.
- (2) These restricted shares, granted at no cost to the reporting person, are subject to restrictions that lapse in four equal annual installments beginning on February 15, 2008.
- (3) These restricted shares, granted at no cost to the reporting person, are subject to restrictions that lapse in four equal annual installments beginning on December 3, 2008.
- (4)

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These restricted shares, granted at no cost to the reporting person, are subject to restrictions that lapse in four equal annual installments beginning on March 12, 2010.

- (5) These restricted shares, granted at no cost to the reporting person, are subject to restrictions that lapse in four equal annual installments beginning on February 18, 2011.
- (6) These options are all exercisable.
- (7) These time-vesting options are exercisable in four equal annual installments beginning on February 15, 2008.
- (8) These time-vesting options are exercisable in four equal annual installments beginning on December 3, 2008.
- (9) These time-vesting options are exercisable in four equal annual installments beginning on March 12, 2010.
- (10) These time-vesting options are exercisable in four equal annual installments beginning on February 18, 2011.

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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