

CARTERS INC
Form 4
May 08, 2006

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 *
BLOOM BRADLEY 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)
05/04/2006

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/04/2006		J ⁽¹⁾		3,628,752	D	\$ 67.6 ⁽²⁾
Common Stock					150,002	D	\$ ⁽⁵⁾

By an affiliated investment entity and family members' trusts ⁽³⁾ ⁽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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

BLOOM BRADLEY M
C/O BERKSHIRE PARTNERS LLC
ONE BOSTON PLACE, SUITE 3300
BOSTON, MA 02108 X

Signatures

By: /s/ Bradley M. Bloom
Date: 05/08/2006

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 May 4, 2006, 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 3,628,752 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, 2,622 shares are held by Berkshire Partners LLC ("Berkshire Partners"), of which Mr. Bloom is a member (shares include 1,311 shares granted pursuant to the issuer's incentive plan on May 12, 2005 for Mr. Bloom's 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;

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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. The remaining 29,416 shares are held in four trusts for the benefit of the Reporting Person's children. The Reporting Person is not the trustee of, and does

- (4) not retain investment control over, any of the trusts. The Reporting Person disclaims beneficial ownership of the securities in the trusts, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Of the 3,628,752 shares of Common Stock distributed on May 4, 2006, Fifth Berkshire Associates LLC ("FBA"), as the sole general partner of Fund V and Coinvest Fund, has a pecuniary interest in 563,489 shares, which FBA received as part of the distribution and

- (5) 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 66,634 shares of Common Stock. An additional 29,416 shares were distributed to trusts for the benefit of the Reporting Person's children -- see footnote (4).

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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