

CARTERS INC  
Form 4  
July 30, 2014

**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 \*  
Evans Lisa

(Last) (First) (Middle)  
3438 PEACHTREE ROAD  
NE, SUITE1800  
  
(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)  
07/28/2014

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)  
EVP and Brand Leader

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	07/28/2014			M	5,000 A \$ 28.04	35,420	D
Common Stock	07/28/2014			S	5,000 D \$ 77.91 (1)	30,420	D
Common Stock	07/28/2014			M	7,200 A \$ 28.44	37,620	D
Common Stock	07/28/2014			S	7,200 D \$ 77.91 (1)	30,420	D
	07/28/2014			M	2,500 A	32,920	D

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Common Stock						\$ 42.61		
Common Stock	07/28/2014	S	2,500	D		\$ 77.91	30,420	D
						<u>(1)</u>		
Common Stock	07/28/2014	M	2,000	A		\$ 59.27	32,420	D
Common Stock	07/28/2014	S	2,000	D		\$ 77.91	30,420	D
						<u>(1)</u>		
Common Stock	07/28/2014	S	4,784	D		\$ 77.79	25,636	D
						<u>(3)</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.**

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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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Purchase)	\$ 28.04	07/21/2014		M	5,000	<u>(4)</u> 02/16/2020	Common Stock	5,000	
Employee Stock Option (Right to Purchase)	\$ 28.44	07/28/2014		M	7,200	<u>(2)</u> 02/22/2021	Common Stock	7,200	
Employee Stock	\$ 42.61	07/28/2014		M	2,500	<u>(2)</u> 02/22/2022	Common Stock	2,500	

Option (Right to Purchase)									
Employee Stock Option (Right to Purchase)	\$ 59.27	07/28/2014		M	2,000	(2)	02/20/2023	Common Stock	2,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Evans Lisa 3438 PEACHTREE ROAD NE SUITE1800 ATLANTA, GA 30326			EVP and Brand Leader	

## Signatures

/s/Irina Braude, Attorney-in-Fact for Lisa Evans	07/30/2014
<u>        </u> 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).
  - This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$77.73 to \$78.14, inclusive.
  - (1) 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.
  - (2) These options are exercisable in four equal installments, starting one year from the date of grant.
    - This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$77.79 to \$77.81, 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.
  - (4) These options are fully exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.