

CARTERS INC
Form 3
August 11, 2008

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)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| ^ North Andrew B. | | (Month/Day/Year) | CARTERS INC [CRI] | |
| (Last) | (First) | (Middle) | 08/01/2008 | |
| 1170 PEACHTREE STREET, ^ SUITE 900 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| ATLANTA, ^ GA ^ 30309 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Interim Chief Financial Officer | |

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 | 7,510 ⁽¹⁾ | D | ^ |

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)

| 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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Employee Stock Option (Right to Purchase) | Â (2) | 09/17/2013 | Common Stock | 32,500 | \$ 6.98 | D | Â |
| Employee Stock Option (Right to Purchase) | Â (3) | 02/16/2016 | Common Stock | 2,800 | \$ 34.32 | D | Â |
| Employee Stock Option (Right to Purchase) | Â (4) | 02/15/2017 | Common Stock | 6,000 | \$ 22.19 | D | Â |
| Employee Stock Option (Right to Purchase) | Â (5) | 12/03/2017 | Common Stock | 6,000 | \$ 22.79 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| North Andrew B. 1170 PEACHTREE STREET SUITE 900 ATLANTA, GA 30309 | Â | Â | Â Interm Chief Financial Officer | Â |

Signatures

/s/Brendan M. Gibbons, Attorney-in-Fact for Andrew B. North 08/11/2008

**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) 7,200 of these shares are subject to restrictions that lapse upon the satisfaction of certain time and service conditions.
- (2) These time options are exercisable in five equal annual installments beginning on September 17, 2004.
- (3) These time options are exercisable in four equal annual installments beginning on February 16, 2007.
- (4) These time options are exercisable in four equal annual installments beginning on February 15, 2008.
- (5) These time options are exercisable in four equal annual installments beginning on December 3, 2008.

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.