Lynch Brian Form 4 February 17, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction

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(b).

1. Name and Ad Lynch Brian	•	rting Person *	2. Issuer Name and Ticker or Trading Symbol CARTERS INC [CRI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Sheek all applicable)				
			(Month/Day/Year)	Director 10% Owner				
1170 PEACHTREE			02/15/2011	_X Officer (give title Other (specify below) EVP Brand Leader				
STREET, SUITE 900								
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
ATLANTA, GA 30309			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired. Disposed of, or Beneficially Owned				

• • • • • • • • • • • • • • • • • • • •	Table 1 - Non-Derivative Securities Acquired, Disposed oi, or Beneficially Owned									
1.Title of Security	2. Transaction Date (Month/Day/Year)	3. Transactio	4. Securities Acquired on(A) or Disposed of (D)			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect		
(Instr. 3)	•	any	. ,			Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
					(A)		Reported			
					or		Transaction(s)			
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	02/15/2011		F(1)	274	D	\$ 28.5	23,801 (2)	D		
Common Stock	02/16/2011		F(1)	355	D	\$ 28.66	23,446 (2)	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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date		Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Lynch Brian 1170 PEACHTREE STREET **SUITE 900** ATLANTA, GA 30309

EVP Brand Leader

Signatures

/s/Brendan M. Gibbons, Attorney-in-Fact for Brian 02/17/2011 Lynch

> **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).
- The transactions reported reflect withholding of shares of common stock to satisfy tax withholding obligations resulting from the vesting **(1)** of restricted stock.
- (2) Some of these restricted shares are subject to time-vesting restrictions.

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.

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