

BROWN DAVID ALAN
Form 4
December 13, 2005

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 *
BROWN DAVID ALAN

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 (Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Exec VP, Operations/COO

C/O CARTER'S, INC., THE PROSCENIUM, 1170 PEACHTREE STREET NE, SUITE 900

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)

ATLANTA, GA 30309

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/13/2005		A ⁽¹⁾		20,000	A	\$ 0
Common Stock	12/09/2005		S		200	D	\$ 61.12
Common Stock	12/09/2005		S		400	D	\$ 61.1
Common Stock	12/09/2005		S		100	D	\$ 61.09
Common Stock	12/09/2005		S		1,600	D	\$ 61

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Common Stock	12/09/2005	S	100	D	\$ 60.8	253,392	D
Common Stock	12/09/2005	S	100	D	\$ 60.54	253,292	D
Common Stock	12/09/2005	S	900	D	\$ 60.55	252,392	D
Common Stock	12/09/2005	S	300	D	\$ 60.44	252,092	D
Common Stock	12/09/2005	S	100	D	\$ 60.35	251,992	D
Common Stock	12/09/2005	S	200	D	\$ 60.34	251,792	D
Common Stock	12/09/2005	S	200	D	\$ 60.33	251,592	D
Common Stock	12/09/2005	S	100	D	\$ 60.3	251,492	D
Common Stock	12/09/2005	S	200	D	\$ 60.31	251,292	D
Common Stock	12/09/2005	S	200	D	\$ 60.28	251,092	D
Common Stock	12/09/2005	S	200	D	\$ 60.26	250,892	D
Common Stock	12/09/2005	S	200	D	\$ 60.29	250,692	D
Common Stock	12/09/2005	S	900	D	\$ 60.25	249,792	D
Common Stock	12/09/2005	S	2,600	D	\$ 60.18	247,192	D
Common Stock	12/09/2005	S	2,100	D	\$ 60.16	245,092	D
Common Stock	12/09/2005	S	4,900	D	\$ 60.2	240,192	D
Common Stock	12/09/2005	S	300	D	\$ 60.17	239,892	D
Common Stock	12/09/2005	S	2,500	D	\$ 60.15	237,392	D
Common Stock	12/09/2005	S	2,600	D	\$ 60.1	234,792	D
Common Stock	12/09/2005	S	1,100	D	\$ 60.13	233,692	D
	12/09/2005	S	700	D		232,992	D

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Common Stock					\$	60.12	
Common Stock	12/09/2005	S	900	D	\$	60.14	232,092 D
Common Stock	12/09/2005	S	3,500	D	\$	60.09	228,592 D
Common Stock	12/09/2005	S	2,700	D	\$	60.01	225,892 D
Common Stock	12/09/2005	S	1,100	D	\$	60.02	224,792 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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 44.01	05/13/2005		A	30,000	⁽²⁾ 05/13/2012	Common Stock 30,000
Employee Stock Option (Right to Buy)	\$ 6.16					⁽³⁾ 08/15/2011	Common Stock 194,844

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Exec VP, Operations/COO	

BROWN DAVID ALAN
C/O CARTER'S, INC., THE PROSCENIUM
1170 PEACHTREE STREET NE, SUITE 900
ATLANTA, GA 30309

Signatures

By: /s/ David A. 12/13/2005
Brown

__Signature of Reporting Date
Person

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) These shares are subject to restrictions that lapse upon the satisfaction of certain time and service conditions.
- (2) These options are time options exercisable in four equal annual installments beginning on May 13, 2006.
- (3) These options are exercisable in five equal annual installments beginning on August 15, 2002.

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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