

CARTERS INC
Form 4
June 02, 2006

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN DAVID ALAN

(Last) (First) (Middle)

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

(Street)

ATLANTA, GA 30309

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CARTERS INC [CRI]

3. Date of Earliest Transaction
(Month/Day/Year)
06/02/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title _____ Other (specify
below) below)
Executive VP Operations/COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	06/02/2006		S		1,100	D	\$ 60	200,892	D	
Common Stock	06/02/2006		S		700	D	\$ 59.91	200,192	D	
Common Stock	06/02/2006		S		1,600	D	\$ 59.92	198,592	D	
Common Stock	06/02/2006		S		2,300	D	\$ 59.9	196,292	D	
	06/02/2006		S		600	D		195,692	D	

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Common Stock					\$ 59.89		
Common Stock	06/02/2006	S	500	D	\$ 59.94	195,192	D
Common Stock	06/02/2006	S	100	D	\$ 59.96	195,092	D
Common Stock	06/02/2006	S	1,000	D	\$ 59.8	194,092	D
Common Stock	06/02/2006	S	600	D	\$ 59.74	193,492	D
Common Stock	06/02/2006	S	600	D	\$ 59.76	192,892	D
Common Stock	06/02/2006	S	100	D	\$ 59.73	192,792	D
Common Stock	06/02/2006	S	200	D	\$ 59.75	192,592	D
Common Stock	06/02/2006	S	100	D	\$ 59.78	192,492	D
Common Stock	06/02/2006	S	100	D	\$ 59.79	192,392	D
Common Stock	06/02/2006	S	500	D	\$ 59.82	191,892	D
Common Stock	06/02/2006	S	200	D	\$ 59.95	191,692	D
Common Stock	06/02/2006	S	200	D	\$ 59.93	191,492	D
Common Stock	06/02/2006	S	100	D	\$ 59.87	191,392	D
Common Stock	06/02/2006	S	100	D	\$ 59.88	191,292	D
Common Stock	06/02/2006	S	500	D	\$ 59.86	190,792	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. F Der Sec (Ins	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 44.01					(1)		05/13/2012		Common Stock	30,000
Employee Stock Option (Right to Buy)	\$ 6.16					(2)		08/15/2011		Common Stock	194,844

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BROWN DAVID ALAN C/O CARTER'S, INC., THE PROSCENIUM, 1170 PEACHTREE STREET NE, SUITE 900 ATLANTA, GA 30309	Executive VP Operations/COO

Signatures

David A. Brown 06/02/2006

**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) These options are time options exercisable in four equal annual installments beginning on May 13, 2006.

(2) These options are time options 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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