WHETZEL CHARLES E JR

Form 4 April 27, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and A WHETZEL	•	_	2. Issuer Name and Ticker or Trading Symbol CARTERS INC [CRI]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
1170 PEACI STE 900	HTREE ST	REET NE	(Month/Day/Year) 04/25/2005	Director 10% Owner _X Officer (give title Other (specify below) Executive VP-Global Sourcing			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ATLANTA, GA 30309				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			

	(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	y Owned
S	Title of ecurity Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)			spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
_				Code V	Amount	(D)	Price	(Instr. 3 and 4)		
	Common Stock	04/25/2005		S <u>(1)</u>	200	D	\$ 40.83	241,744	D	
	Common Stock	04/25/2005		S <u>(1)</u>	100	D	\$ 40.84	241,644	D	
	Common Stock	04/25/2005		S <u>(1)</u>	100	D	\$ 40.85	241,544	D	
	Common Stock	04/25/2005		S <u>(1)</u>	100	D	\$ 40.89	241,444	D	
	Common Stock	04/25/2005		S <u>(1)</u>	100	D	\$ 40.95	241,344	D	

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Common Stock	04/25/2005	S <u>(1)</u>	100	D	\$ 40.98 241,244	D
Common Stock	04/25/2005	S <u>(1)</u>	200	D	\$ 41.04 241,044	D
Common Stock	04/25/2005	S <u>(1)</u>	100	D	\$ 41.05 240,944	D
Common Stock	04/25/2005	S <u>(1)</u>	200	D	\$ 41.07 240,744	D
Common Stock	04/25/2005	S <u>(1)</u>	100	D	\$ 41.09 240,644	D
Common Stock	04/25/2005	S <u>(1)</u>	100	D	\$ 41.1 240,544	D
Common Stock	04/25/2005	S <u>(1)</u>	100	D	\$ 41.12 240,444	D
Common Stock	04/25/2005	S <u>(1)</u>	100	D	\$ 41.14 240,344	D
Common Stock	04/25/2005	S <u>(1)</u>	100	D	\$ 41.15 240,244	D
Common Stock	04/25/2005	S <u>(1)</u>	100	D	\$ 41.16 240,144	D
Common Stock	04/25/2005	S <u>(1)</u>	300	D	\$ 41.18 239,844	D
Common Stock	04/25/2005	S <u>(1)</u>	100	D	\$ 41.2 239,744	D
Common Stock	04/25/2005	S <u>(1)</u>	100	D	\$ 41.3 239,644	D
Common Stock	04/25/2005	S <u>(1)</u>	100	D	\$ 41.31 239,544	D
Common Stock	04/25/2005	S <u>(1)</u>	100	D	\$ 41.32 239,444	D
Common Stock	04/25/2005	S <u>(1)</u>	100	D	\$ 41.33 239,344	D
Common Stock	04/25/2005	S <u>(1)</u>	100	D	\$ 41.39 239,244	D

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.

SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. orNumber	6. Date Exerc Expiration Da		7. Title		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(manazay, 16ar)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/ e		Underl Securit	ying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
stopotonig o matriximato matatass	Director	10% Owner	Officer	Other			
WHETZEL CHARLES E JR			Executive				
1170 PEACHTREE STREET NE STE 900			VP-Global				
ATLANTA, GA 30309			Sourcing				

Signatures

Whetzel, Jr.	04/27/2005			
**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 8, 2004.

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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