**CARTERS INC** 

Form 5

February 12, 2008

## FORM 5

**OMB APPROVAL** 

OMB 3235-0362 Number: January 31,

Expires: 2005

Estimated average burden hours per

response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

1. Name and Ad PACIFICO J	*	ting Person *	2. Issuer Name and Ticker or Trading Symbol CARTERS INC [CRI]	5. Relationship of Reporting Person(s) to Issuer
(Last)  C/O CARTE PEACHTRE 900			3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/29/2007	(Check all applicable)  Director 10% OwnerX_ Officer (give title Other (specify below) President
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting

#### ATLANTA, GAÂ 30309

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting

(check applicable line)

(City)	(State) (Z	Zip) Table	e I - Non-Deriv	vative Securit	ties Acqui	ired, Disposed o	f, or Beneficial	ly 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) Disposed of ( (Instr. 3, 4 an  (A  or  Amount (D	(D) nd 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/10/2007	Â	G	400 (1) D	\$ 0 (2)	282,888	D	Â
Common Stock	12/10/2007	Â	G	200 (1) D	\$ 0 (2)	282,688	D	Â
Common Stock	12/10/2007	Â	G	200 (1) D	\$ 0 (2)	282,488	D	Â
Common Stock	12/10/2007	Â	G	200 (1) D	\$ 0 (2)	282,288	D	Â

#### Edgar Filing: CARTERS INC - Form 5

Common Stock	12/10/2007	Â	G	100 (1) D	\$ 0 (2)	282,188	D	Â
Common Stock	12/10/2007	Â	G	100 <u>(1)</u> D	\$ 0 (2)	282,088	D	Â

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 2270 (9-02)

> of D

# 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)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

#### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

PACIFICO JOSEPH

C/O CARTER'S, INC.

1170 PEACHTREE STREET NE, SUITE 900

ATLANTA, GAÂ 30309

### **Signatures**

/s/ Brendan M. Gibbons, Attorney-in-Fact for Joseph
Pacifico

02/12/2008

\*\*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).
- Gift to family member not sharing the same household. Mr. Pacifico disclaims beneficial ownership of these securities, and this report (1) shall not be deemed an admission that Mr. Pacifico is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (2) Mr. Pacifico received no consideration for the transfer of the securities, which were given as a gift.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

#### Edgar Filing: CARTERS INC - Form 5