**CARTERS INC** 

Form 4

Stock

Stock

Stock

Common

Common

December 02, 202	10							
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  SECURITIES SECURITIES					OMB AI OMB Number: Expires: Estimated a burden hou response	rs per		
Form 5 obligations may continue.  See Instruction 1(b).  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 Respon	ises)							
1. Name and Address Berkshire Partner	s of Reporting Person * rs LLC	2. Issuer Name ar Symbol CARTERS INC			5. Relationship of Reporting Person(s) to Issuer			
(Last) (	(Check First) (Middle) 3. Date of Earliest Transaction					k all applicable)		
200 CLARENDO FLOOR	(Month/Day/Year) 11/30/2010		- - 1	DirectorX10% Owner Officer (give title below) Other (specify below)				
					6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person			
BOSTON, MA 0	2116				_X_ Form filed by M Person			
(City) (	State) (Zip)	Table I - Non-	-Derivative Seco	urities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
	nsaction Date 2A. Deem h/Day/Year) Execution any (Month/D	ed 3. 4. Securities Acquired (A) Date, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5)		(D) 5)	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)		(Instr. 3 and 4)			
Common Stock 11/30	)/2010	P	50,000 A	\$ 32.1766 (2)	50,000	D (3)		
Common Stock					6,615,136	I	See Footnotes	

(4) (10)

 $D\,{}^{\underline{(5)}}$ 

 $D^{(6)}$ 

 $D\,{\textstyle\frac{(7)}{}}$ 

105,275

53,599

224,646

Common Stock

Common Stock	6,944	D (8)
Common Stock	22,682	D (9)

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)

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)	4. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo
				Disposed						Trans
				of (D)						(Instr
				(Instr. 3,						
				4, and 5)						
								Amount		
					Date Exercisable	Expiration Date	Title	or Number of		
			Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Berkshire Partners LLC 200 CLARENDON STREET 35TH FLOOR BOSTON, MA 02116		X				
Stockbridge Partners LLC C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116		X				
BERKSHIRE FUND VII L P C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02108		X				

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BERKSHIRE FUND VII-A L P C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116	X
Berkshire Investors IV LLC C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116	X
Berkshire Investors III LLC C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116	X
Stockbridge Associates LLC 200 CLARENDON STREET 35TH FLOOR BOSTON, MA 02116	X
Stockbridge Fund, L.P. C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116	X
Stockbridge Absolute Return Fund, L.P. C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116	X
Stockbridge Fund M, L.P. 200 CLARENDON STREET 35TH FLOOR BOSTON, MA 02116	X

## **Signatures**

Michael C. Ascione, Managing Director Berkshire Partners LLC

12/02/2010

\*\*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 number of securities reported represents an aggregate number of shares purchased in multiple open market transactions over a range of sales prices.
- The price reported represents the weighted average price. Purchase prices range from \$31.51 to \$32.30 per share, inclusive. Stockbridge (2) Fund M, L.P. ("Stockbridge M") undertakes to provide the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares purchased by Stockbridge M at each separate price within the range.
- Represents shares held directly by Stockbridge M. Stockbridge Associates LLC ("SA LLC") is the sole general partner of Stockbridge

  M. SA LLC disclaims beneficial ownership of such shares of common stock except to the extent of its pecuniary interest therein.

  Stockbridge M and SA LLC may be deemed to be, but do not admit to being, a member of a group holding over 10% of the outstanding common stock of the Issuer for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.

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Represents shares held indirectly by Berkshire Partners LLC ("Berkshire Partners"), Seventh Berkshire Associates LLC ("7BA") and Stockbridge Partners LLC ("Stockbridge Partners"). Berkshire Fund VII, L.P. ("Fund VII"), through a wholly owned subsidiary, has a total ownership of 5,399,436 shares. Berkshire Fund VII-A, L.P. ("Fund VII-A"), through a wholly owned subsidiary, has a total ownership of 1,009,440 shares. Stockbridge Partners has a total ownership of 206,260 shares on behalf of a managed account.

- Represents shares held directly by Berkshire Investors IV LLC. Berkshire Investors IV LLC may be deemed to be, but does not admit to being, a member of a group holding over 10% of the outstanding common stock of the Issuer for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.
- Represents shares held directly by Berkshire Investors III LLC. Berkshire Investors III LLC may be deemed to be, but does not admit to being, a member of a group holding over 10% of the outstanding common stock of the Issuer for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.
- Represents shares held directly by Stockbridge Fund, L.P. ("Stockbridge Fund"). SA LLC is the sole general partner of Stockbridge Fund. SA LLC disclaims beneficial ownership of such shares of common stock except to the extent of its pecuniary interest therein. Stockbridge Fund and SA LLC may be deemed to be, but do not admit to being, a member of a group holding over 10% of the outstanding common stock of the Issuer for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.
  - Represents shares held directly by Stockbridge Absolute Return Fund, L.P. ("Stockbridge Absolute"). SA LLC is the sole general partner of Stockbridge Absolute. SA LLC disclaims beneficial ownership of such shares of common stock except to the extent of its
- (8) pecuniary interest therein. Stockbridge Absolute and SA LLC may be deemed to be, but do not admit to being, a member of a group holding over 10% of the outstanding common stock of the Issuer for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.
- (9) Represents shares held directly by Berkshire Partners.
- 7BA is the sole general partner of Fund VII and Fund VII-A. Berkshire Partners, 7BA and Stockbridge Partners are under common control and may be deemed to be, but do not admit to being, a group for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934. Each of Berkshire Partners, 7BA and Stockbridge Partners disclaims beneficial ownership of any securities except to the extent of its pecuniary interest therein.

#### Remarks:

Exhibit 99.1 (Joint Filer Information) incorporated herein by reference.

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.