WHETZEL CHARLES E JR

Form 4 June 07, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

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0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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)

	CHARLES E JR	Symbo	uer Name and Ticker or Tra l FERS INC [CRI]	Issuer
PROSCEN	(First) (I ER'S, INC., THE IUM., 1170 EE STREET NE,	(Montl) 06/05	of Earliest Transaction n/Day/Year) /2006	(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) below) Executive VP - Global Sourcing
ATLANTA	(Street)		mendment, Date Original Ionth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip) Ta	ble I - Non-Derivative Sec	curities 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	Code (Instr. 3, 4 and	of (D) Securities Ownership Indirect Beneficially Owned Direct (D) Ownership Following Reported Transaction(s) (Instr. 4) (Instr. 3 and 4)
Common Stock	06/05/2006		S <u>(1)</u> 900 D	\$ 59.3356 246,860 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities	8 3 ((
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 44.01					(2)	05/13/2015	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	Ketationships				
	Director	10% Owner	Officer	Other	

WHETZEL CHARLES E JR C/O CARTER'S, INC., THE PROSCENIUM, 1170 PEACHTREE STREET NE, SUITE 900 ATLANTA, GA 30309

Executive VP - Global Sourcing

8. I Der Sec (Ins

Signatures

Person

/s/ Charles E.
Whetzel, Jr.

**Signature of Reporting 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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 2, 2006.
- (2) These options are time options exercisable in four equal installments beginning on May 13, 2006.
- (3) These options are time options exercisable in five equal 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. 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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