WHETZEL CHARLES E JR

Form 4

October 11, 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

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 Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WHETZEL CHARLES E JR Issuer Symbol CARTERS INC [CRI] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director X_ Officer (give title C/O CARTER'S, INC., THE 10/09/2006 below) PROSCENIUM,, 1170 Executive VP - Global Sourcing

PEACHTREE STREET NE, SUITE 900

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

OMB APPROVAL

10% Owner

_ Other (specify

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

X Form filed by One Reporting Person Form filed by More than One Reporting Person

ATLANTA, GA 30309

(City)	(State)	(Zip) Table	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. 4. Securiti Transaction(A) or Dis Code (Instr. 3, 4 (Instr. 8)		* '		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	or (D)	Price	(Instr. 3 and 4)			
Common Stock	10/09/2006		S(1)	100	D	\$ 29.12	493,620 (2)	D		
Common Stock	10/09/2006		S <u>(1)</u>	200	D	\$ 29.11	493,420 (2)	D		
Common Stock	10/09/2006		S <u>(1)</u>	1,000	D	\$ 29.1	492,420 (2)	D		
Common Stock	10/09/2006		S <u>(1)</u>	1,700	D	\$ 29.09	490,720 (2)	D		
	10/09/2006		S (1)	1,400	D		489,320 (2)	D		

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Common Stock					\$ 29.08		
Common Stock	10/09/2006	S <u>(1)</u>	1,100	D	\$ 29.07	488,220 (2)	D
Common Stock	10/09/2006	S <u>(1)</u>	600	D	\$ 29.06	487,620 (2)	D
Common Stock	10/09/2006	S(1)	600	D	\$ 29.05	487,020 (2)	D
Common Stock	10/09/2006	S(1)	7,000	D	\$ 29.04	480,020 (2)	D
Common Stock	10/09/2006	S <u>(1)</u>	100	D	\$ 29.03	479,920 (2)	D
Common Stock	10/09/2006	S <u>(1)</u>	300	D	\$ 29.02	479,620 (2)	D
Common Stock	10/09/2006	S(1)	300	D	\$ 29.01	479,320 (2)	D
Common Stock	10/09/2006	S <u>(1)</u>	10,600	D	\$ 29	468,720 (2)	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)

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. Transacti Code (Instr. 8)	5. orNumber of Derivativ 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 22.01					<u>(4)</u>	05/13/2015	Common Stock	60,000

8. F Der Sec (Ins Employee Stock

Option \$ $3.08 \frac{(3)}{}$

(Right to Buy)

(5) 08/15/2011 Common Stock 389,688

Reporting Owners

Reporting Owner Name / Address Relationships

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

Signatures

/s/ Charles E. Whetzel, Jr. 10/11/2006

**Signature of Reporting Date

Person

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 effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 2, 2006.
- (2) The amount of securities beneficially owned following the transactions reported in this Form 4 reflects a two-for-one stock split effected on June 6, 2006 (the "Stock Split").
- (3) The exercise prices of the derivative securities reported in this Form 4 reflect the Stock Split.
- (4) These options are time options exercisable in four equal installments beginning on May 13, 2006.
- (5) These options are all exercisable.
- (6) The amount of derivative securities beneficially owned following the transactions reported in this Form 4 reflects the Stock Split.

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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