#### **CASEY MICHAEL DENNIS**

Form 4

November 13, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average burden hours per response...

5. Relationship of Reporting Person(s) to

Issuer

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

2. Issuer Name and Ticker or Trading

CARTERS INC [CRI]

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

**CASEY MICHAEL DENNIS** 

			CARTERS INC [CRI]					(Check all applicable)		
(N				f Earliest Tr Day/Year) 018	ransaction			Director 10% Owner Officer (give title Other (specify below) Chairman and CEO		
	(Street)		4. If Ame	endment, Da	ate Original	1		6. Individual or Joint/Group Filing(Check		
ATLANTA	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative :	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	e) Execution any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4)	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/12/2018			M	25,000 (1)	A	\$ 18.14	399,397 (2)	D	
Common Stock	11/12/2018			S	10,944 (1)	D	\$ 90.45 (3)	388,453 (2)	D	
Common Stock	11/12/2018			S	7,756 (1)	D	\$ 91.33 (4)	380,697 (2)	D	
Common Stock	11/12/2018			S	4,900 (1)	D	\$ 92.43 (5)	375,797 <u>(2)</u>	D	

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Common Stock S 1,400 S 1,400 D 93.36 374,397 (2) D (6)

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. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed (D)	Expiration Da (Month/Day/Y	te	Underlying Securities	
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 18.14	11/12/2018		M	25,00	03/12/2010	03/12/2019	Common	25,000

(1)

(7)

Stock

# **Reporting Owners**

Reporting Owner Name / Address		Keiauonsnips	

Director 10% Owner Officer Other

CASEY MICHAEL DENNIS

3438 PEACHTREE ROAD NE
SUITE 1800
ATLANTA, GA 30326

Chairman and CEO

### **Signatures**

(Right to Purchase)

/s/Michael C. Wu, Attorney-in-Fact

\*\*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).

Reporting Owners 2

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- (1) The transactions reported in this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan entered into on April 30, 2018.
- (2) Some of these shares are restricted shares that are subject to either time-vesting or performance-based restrictions.
  - This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$89.96 to \$90.88, inclusive.
- (3) Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
  - This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$90.97 to \$91.89, inclusive.
- (4) Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
  - This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$91.99 to \$92.90, inclusive.
- (5) Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
  - This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$93.20 to \$93.64, inclusive.
- (6) Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (7) All of these options are exercisable.

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.