

PETTY JAMES C
Form 4
November 14, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 Responses)

1. Name and Address of Reporting Person *
PETTY JAMES C

2. Issuer Name and Ticker or Trading Symbol
CARTERS INC [CRI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1170 PEACHTREE STREET, SUITE 900
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President Retail Stores

ATLANTA, GA 30309

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)			
			Code	V	Amount	Price (A) or (D)				
Common Stock	11/12/2012		M		40,000	\$ 27.06	A	80,408	D	
Common Stock	11/12/2012		S		40,000	\$ 51.07 (1)	D	40,408	D	
Common Stock	11/12/2012		M		18,750	\$ 14.18	A	59,158	D	
Common Stock	11/12/2012		S		18,750	\$ 51.07 (1)	D	40,408	D	
	11/12/2012		M		6,250		A	46,658	D	

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Common Stock						\$ 18.14	
Common Stock	11/12/2012		S	6,250	D	\$ 51.07 <u>(1)</u>	40,408 D
Common Stock	11/12/2012		M	5,250	A	\$ 28.04	45,658 D
Common Stock	11/12/2012		S	5,250	D	\$ 51.07 <u>(1)</u>	40,408 <u>(2)</u> D

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

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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)	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 Purchase)	\$ 27.06	11/12/2012		M	40,000	<u>(3)</u> 06/05/2017	Common Stock 40,000
Employee Stock Option (Right to Purchase)	\$ 14.18	11/11/2012		M	18,750	<u>(3)</u> 07/01/2018	Common Stock 75,000
Employee Stock Option (Right to Purchase)	\$ 18.14	11/12/2012		M	6,250	<u>(3)</u> 03/12/2019	Common Stock 25,000
	\$ 28.04	11/12/2012		M	5,250	<u>(3)</u> 02/16/2020	21,000

Employee
Stock
Option
(Right to
Purchase)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETTY JAMES C 1170 PEACHTREE STREET SUITE 900 ATLANTA, GA 30309			President Retail Stores	

Signatures

/s/Brendan M. Gibbons, Attorney-in-Fact for James C. Petty	11/14/2012
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__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).

This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from 50.85 to 51.48, inclusive. Upon

(1) request by the Commissioner 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.

(2) Some of these shares are restricted shares that are subject to either time-vesting or performance-based restrictions.

(3) All these options were exercisable as of the trade date.

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

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