

WHETZEL CHARLES E JR

Form 4

December 22, 2005

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WHETZEL CHARLES E JR

(Last) (First) (Middle)

C/O CARTER'S, INC., THE
PROSCENIUM,, 1170
PEACHTREE STREET NE, SUITE
900

(Street)

ATLANTA, GA 30309

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Executive VP - Global Sourcing

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

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 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)
Common Stock	05/13/2005		A ⁽¹⁾	V 20,000 A \$ 0	249,160 ⁽⁶⁾	D	
Common Stock	12/15/2005		G	V 175 ⁽²⁾ D \$ 0	248,985	D	
Common Stock	12/15/2005		G	V 175 ⁽²⁾ D \$ 0	248,810	D	
Common Stock	12/15/2005		G	V 175 ⁽²⁾ D \$ 0	248,635	D	
	12/15/2005		G	V 175 ⁽²⁾ D \$ 0	248,460	D	

Common
Stock

Common Stock	12/15/2005	G	V	$\frac{175}{(3)}$	⁽²⁾	D	\$ 0	248,285	D
Common Stock	12/15/2005	G	V	$\frac{175}{(3)}$	⁽²⁾	D	\$ 0	248,110	D
Common Stock	12/15/2005	G	V	$\frac{175}{(3)}$	⁽²⁾	D	\$ 0	247,935	D
Common Stock	12/15/2005	G	V	$\frac{175}{(3)}$	⁽²⁾	D	\$ 0	247,760	D

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

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(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 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 Buy)	\$ 44.01	05/13/2005		A		30,000		<u>(4)</u>	05/13/2012	Common Stock	30,000
Employee Stock Option (Right to Buy)	\$ 6.16							<u>(5)</u>	08/15/2011	Common Stock	194,844

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Executive VP - Global Sourcing

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

Signatures

/s/ Charles E.

Whetzel, Jr.

12/22/2005

__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) These shares are subject to restrictions that lapse upon the satisfaction of certain time and service conditions.

(2) Gift to child not sharing the same household.

(3) Mr. Whetzel gifted 700 shares to his wife who subsequently gifted the shares to Mr. and Mrs. Whetzel's children in equal increments of 175 shares.

(4) These options are time options exercisable in four equal annual installments beginning on May 13, 2006.

(5) These options are exercisable in five equal annual installments beginning on August 15, 2002.

The total number of shares reflects the subtraction of 2,784 shares that Mr. Whetzel gifted to children not sharing the same household on

(6) December 17, 2004, as reported on a Form 5 that was filed on February 15, 2005. Mr. Whetzel is not deemed to beneficially own these shares for Section 16 purposes.

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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