

CARTERS INC  
 Form 4  
 November 15, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
 CASEY MICHAEL DENNIS

(Last) (First) (Middle)  
 3438 PEACHTREE ROAD  
 NE, SUITE 1800  
 (Street)

ATLANTA, GA 30326

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/14/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)  
 Chairman and CEO

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 (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	(A) or (D)	Price
Common Stock	11/14/2016	11/14/2016	S		300	D (2)	\$ 89.13 (1)
Common Stock	11/14/2016	11/14/2016	S		600	D (2)	\$ 90.32 (4)
Common Stock	11/14/2016	11/14/2016	S		2,000	D (2)	\$ 91.63 (5)
Common Stock	11/14/2016	11/14/2016	S		3,441	D (2)	\$ 92.73
							393,452 (3)
							392,852 (3)
							390,852 (3)
							387,411 (3)

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Common Stock	11/14/2016	11/14/2016	S	10,500	<u>D</u> (2)	\$ 93.55	376,911 <u>(3)</u>	D
Common Stock	11/14/2016	11/14/2016	S	3,859	<u>D</u> (2)	\$ 94.25	373,052 <u>(3)</u>	D

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

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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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASEY MICHAEL DENNIS 3438 PEACHTREE ROAD NE SUITE 1800 ATLANTA, GA 30326			Chairman and CEO	

## Signatures

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

11/15/2016

\_\_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 \$88.93 to \$89.50, inclusive.

(1) 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.

(2) The transaction reported in this Form 4 was effectuated pursuant to a Rule 10b5-1 trading plan entered into on May 9, 2016.

(3) 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 \$89.99 to \$90.96, 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 \$91.04 to \$91.97, 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 \$92.05 to \$93.03, 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.

This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$93.05 to \$94.04, inclusive.

(7) 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 \$94.05 to \$94.65, inclusive.

(8) 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.

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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