

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-05-08** | Period of Report: **2006-05-04**
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ISSUER

CARTERS INC

CIK: **1060822** | IRS No.: **133912933** | State of Incorporation: **DE** | Fiscal Year End: **0103**
SIC: **2300** Apparel & other finished products of fabrics & similar materials

Mailing Address
*THE PROSCENIUM
1170 PEACHTREE STREET
NE SUITE 900
ATLANTA GA 30309*

Business Address
*THE PROSCENIUM
1170 PEACHTREE STREET
NE SUITE 900
ATLANTA GA 30309
(404) 745-2700*

REPORTING OWNER

JONES ROSS M

CIK: **1267629** | State of Incorporation: **MA** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-31829** | Film No.: **06818252**

Mailing Address
*ONE BOSTON PLACE
33RD FL
BOSTON MA 02108*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person JONES ROSS M			2. Issuer Name and Ticker or Trading Symbol CARTERS INC [CRI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/04/2006					
C/O BERKSHIRE PARTNERS LLC, ONE BOSTON PLACE, SUITE 3300			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) BOSTON, MA 02108								
(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	(A) or (D)	Price			
Common Stock	05/04/2006		J	(1)	3,628,752	D	\$67.6 (2)	2,622	I	By an affiliated investment entity (3)
Common Stock								62,786 (4)	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

Explanation of Responses:

1. On May 4, 2006, Berkshire Fund V, Limited Partnership ("Fund V"), Berkshire Fund V Coinvestment Fund, Limited Partnership ("Coinvest Fund"), and Berkshire Investors LLC ("Investors") distributed a total of 3,628,752 shares of common stock of the Issuer (the "Common Stock") pro rata to their respective limited partners and members.
2. The price listed in the table above is the designated price per share distributed in the pro rata distribution pursuant to the funds' governing documents. No consideration was paid in connection with the distribution.
3. These shares are beneficially owned by Berkshire Partners LLC. The Reporting Person disclaims any beneficial ownership of any shares in which he does not have a pecuniary interest.
4. Of the 3,628,752 shares of Common Stock distributed on May 4, 2006, Fifth Berkshire Associates LLC ("FBA"), as the sole general partner of Fund V and Coinvest Fund, has a pecuniary interest in 563,489 shares, which FBA received as part of the distribution and promptly transferred to the members of FBA. As a managing member of FBA and Investors, the Reporting Person had a pecuniary interest in, and received 42,786 shares of Common Stock.

Remarks:

Exhibit List Exhibit 24 - Power of Attorney

Signatures

By: /s/ Kenneth Bring, attorney in fact

** Signature of Reporting Person

05/08/2006

Date

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

* 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).

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

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 Number.

