

WHETZEL CHARLES E JR

Form 5

February 16, 2010

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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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1. Name and Address of Reporting Person *

WHETZEL CHARLES E JR

(Last)

(First)

(Middle)

1170 PEACHTREE
STREET, SUITE 900

(Street)

ATLANTA, GA 30309

(City)

(State)

(Zip)

2. Issuer Name and Ticker or Trading
Symbol

CARTERS INC [CRI]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)

01/02/2010

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)

Executive Vice President

6. Individual or Joint/Group Reporting

(check applicable line)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/15/2009	Â	G5	544 (1) D (A) or (D) Price	\$ 0 (2) 326,048	D	Â
Common Stock	12/15/2009	Â	G5	544 (1) D (A) or (D) Price	\$ 0 (2) 326,048	D	Â
Common Stock	12/15/2009	Â	G5	544 (1) D (A) or (D) Price	\$ 0 (2) 326,048	D	Â
Common Stock	12/15/2009	Â	G5	544 (1) D (A) or (D) Price	\$ 0 (2) 326,048	D	Â

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Common Stock	12/15/2009	Â	G5	544 ⁽¹⁾ (3)	D	\$ 0 (2)	326,048	D	Â
Common Stock	12/15/2009	Â	G5	544 ⁽¹⁾ (3)	D	\$ 0 (2)	326,048	D	Â
Common Stock	12/15/2009	Â	G5	544 ⁽¹⁾ (3)	D	\$ 0 (2)	326,048	D	Â
Common Stock	12/15/2009	Â	G5	544 ⁽¹⁾ (3)	D	\$ 0 (2)	326,048	D	Â

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)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHETZEL CHARLES E JR 1170 PEACHTREE STREET SUITE 900 ATLANTA, GA 30309	Â	Â	Â Executive Vice President	Â

Signatures

/s/Brendan M. Gibbons, Attorney-in-Fact for Charles E. Whetzel, Jr.

02/16/2010

**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) Gift to child not sharing the same household. Mr. Whetzel disclaims beneficial ownership of these securities.

(2) Mr. Whetzel received no consideration for the transfer of the securities, which were given as a gift.

(3) Mr. Whetzel gifted 2,176 shares to his wife who immediately gifted the shares to Mr. and Mrs. Whetzel's children, not sharing the same household, in equal increments of 544 shares. Mr. Whetzel disclaims beneficial ownership of these securities.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.