Edgar Filing: JONES ROSS M - Form 4

IONES BOSS M

Form 4	5											
May 16, 200	ГЛ	D STATES	SECUR	PITIFS A	ND FY	сна	NCF	COMMISSIO	- NT	APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							N OMB Number:	3235-0287				
Check thi if no long	er											
subject to Section 1 Form 4 or		SECUR	ITIES			Estimated burden ho response	•					
Form 5 obligations may continue. See Instruction 1(b). 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 R	Responses)											
			Symbol	2. Issuer Name and Ticker or Trading Symbol CARTERS INC [CRI]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					(Check all applicable)				
C/O BERKS LLC, ONE I SUITE 3300	(Month/Day/Year) 05/12/2005					X_ Director10% Owner Officer (give titleOther (specify below) below)						
				Amendment, Date Original d(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
BOSTON, MA 02108									Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Ao	cquired, Disposed	of, or Benefic	ially Owned		
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date, if (Instr. 3) any		3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)			SecuritiesHBeneficially(OwnedH	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial				
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock	05/12/2005			А	1,311 (1)	A	\$0	7,258,817	I	By affiliated investment entities (2)		

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

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 control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: JONES ROSS M - Form 4

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships						
Treporting C when the	Director	10% Owner	Officer	Other				
JONES ROSS M C/O BERKSHIRE PA ONE BOSTON PLAC BOSTON, MA 02108	Х							
Signatures								
By:/s/ Ross M. Jones	05/16/2005							
<u>**</u> 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).
- These shares were granted pursuant to the Issuer's Amended and Restated Equity Incentive Plan. Pursuant to an agreement between Mr. (1) Jones and Berkshire Partners LLC ("Berkshire Partners"), all of these shares have been issued to Berkshire Partners, of which Mr. Jones is a member. Mr. Jones disclaims beneficial ownership of the shares except to the extent of his pecuniary interest.

The shares are beneficially owned by or through certain entities including Berkshire Partners LLC, Berkshire Fund V, LP, Berkshire Fund (2) V Coinvestment Fund, LP, Bershire Investors LLC and Fifth Berkshire Associates LLC. Mr. Jones disclaims beneficial ownership of any shares in which he does not have a pecuniary interest. In addition to shares indirectly held, Mr. Jones owns 3,449 shares directly.

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