

WHETZEL CHARLES E JR
 Form 5
 February 16, 2010

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 01/02/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

1170 PEACHTREE STREET, SUITE 900

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

ATLANTA, GA 30309

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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

Edgar Filing: WHETZEL CHARLES E JR - Form 5

| | | | | | | | | | |
|--------------|------------|---|----|-----------------------------------|---|---------------------|---------|---|---|
| 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.

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.

SEC 2270 (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 Se B O E Is Fi (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.