

Lynch Brian  
 Form 3  
 March 01, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Lynch Brian		(Month/Day/Year)	CARTERS INC [CRI]	
(Last)	(First)	(Middle)	02/18/2010	
1170 PEACHTREE STREET, Â SUITE 900			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
ATLANTA, Â GA Â 30309			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			EVP Brand Leader	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,368	D	Â
Common Stock	406	D	Â
Common Stock	2,060 <sup>(1)</sup>	D	Â
Common Stock	3,000 <sup>(2)</sup>	D	Â
Common Stock	4,000 <sup>(3)</sup>	D	Â
Common Stock	10,000 <sup>(4)</sup>	D	Â
Common Stock	4,000 <sup>(5)</sup>	D	Â
Common Stock	700	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (Right to Purchase)	Â (6)	05/12/2015	Common Stock	20,000	\$ 22.63	D	Â
Employee Stock Option (Right to Purchase)	Â (6)	02/16/2016	Common Stock	2,800	\$ 34.32	D	Â
Employee Stock Option (Right to Purchase)	Â (7)	02/15/2017	Common Stock	6,000	\$ 22.19	D	Â
Employee Stock Option (Right to Purchase)	Â (8)	12/03/2017	Common Stock	8,000	\$ 22.79	D	Â
Employee Stock Option (Right to Purchase)	Â (9)	05/08/2018	Common Stock	8,000	\$ 14.48	D	Â
Employee Stock Option (Right to Purchase)	Â (10)	03/12/2019	Common Stock	20,000	\$ 18.14	D	Â
Employee Stock Option (Right to Purchase)	Â (11)	02/16/2020	Common Stock	13,000	\$ 28.04	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lynch Brian 1170 PEACHTREE STREET SUITE 900 ATLANTA, GA 30309	Â	Â	Â EVP Brand Leader	Â

## Signatures

Brendan M. Gibbons, Attorney-in-Fact for Brian Lynch 03/01/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) These restricted shares, granted at no cost to the reporting person, are subject to restrictions that lapse in four equal annual installments beginning February 15, 2008.
- (2) These restricted shares, granted at no cost to the reporting person, are subject to restrictions that lapse in four equal annual installments beginning December 3, 2008.
- (3) These restricted shares, granted at no cost to the reporting person, are subject to restrictions that lapse in four equal annual installments beginning May 8, 2009.
- (4) These restricted shares, granted at no cost to the reporting person, are subject to restrictions that lapse in four equal annual installments beginning March 12, 2010.
- (5) These restricted shares, granted at no cost to the reporting person, are subject to restrictions that lapse in four equal annual installments beginning February 16, 2011.
- (6) These options are all exercisable.
- (7) These time-vesting options are exercisable in four equal annual installments beginning one year from February 15, 2007.
- (8) These time-vesting options are exercisable in four equal annual installments beginning one year from December 3, 2007.
- (9) These time-vesting options are exercisable in four equal annual installments beginning one year from May 8, 2008.
- (10) These time-vesting options are exercisable in four equal annual installments beginning one year from March 12, 2009.
- (11) These time-vesting options are exercisable in four equal annual installments beginning one year from February 16, 2010.

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.