

ROWAN FREDERICK J II  
Form 4  
December 13, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ROWAN FREDERICK J II

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)  
C/O CARTER'S, INC., THE  
PROSCENIUM, 1170 PEACHTREE  
STREET NE, SUITE 900

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/09/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

(Street)  
ATLANTA, GA 30309

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	12/09/2005		M		57,900	A	\$ 1.5	57,900	D
Common Stock	12/09/2005		S		600	D	\$ 63.4	57,300	D
Common Stock	12/09/2005		S		200	D	\$ 63.31	57,100	D
Common Stock	12/09/2005		S		100	D	\$ 63.22	57,000	D
Common Stock	12/09/2005		S		1,000	D	\$ 63.21	56,000	D

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Common Stock	12/09/2005	S	10,800	D	\$ 63.2	45,200	D
Common Stock	12/09/2005	S	800	D	\$ 63.18	44,400	D
Common Stock	12/09/2005	S	200	D	\$ 63.02	44,200	D
Common Stock	12/09/2005	S	300	D	\$ 63	43,900	D
Common Stock	12/09/2005	S	800	D	\$ 62.85	43,100	D
Common Stock	12/09/2005	S	600	D	\$ 62.81	42,500	D
Common Stock	12/09/2005	S	4,800	D	\$ 62.8	37,700	D
Common Stock	12/09/2005	S	1,000	D	\$ 62.45	36,700	D
Common Stock	12/09/2005	S	200	D	\$ 62.31	36,500	D
Common Stock	12/09/2005	S	500	D	\$ 62.3	36,000	D
Common Stock	12/09/2005	S	100	D	\$ 62.26	35,900	D
Common Stock	12/09/2005	S	100	D	\$ 62.22	35,800	D
Common Stock	12/09/2005	S	100	D	\$ 62.2	35,700	D
Common Stock	12/09/2005	S	200	D	\$ 62.03	35,500	D
Common Stock	12/09/2005	S	10,000	D	\$ 62	25,500	D
Common Stock	12/09/2005	S	300	D	\$ 61.33	25,200	D
Common Stock	12/09/2005	S	600	D	\$ 61.32	24,600	D
Common Stock	12/09/2005	S	100	D	\$ 61.31	24,500	D
Common Stock	12/09/2005	S	800	D	\$ 61.26	23,700	D
Common Stock	12/09/2005	S	1,400	D	\$ 61.25	22,300	D
	12/09/2005	S	1,300	D		21,000	D

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Common Stock					\$ 61.17		
Common Stock	12/09/2005		S	100	D	\$ 61.15	20,900 D
Common Stock	12/09/2005		S	1,100	D	\$ 61.12	19,800 D
Common Stock	12/09/2005		S	1,000	D	\$ 61.11	18,800 D
Common Stock	12/09/2005		S	500	D	\$ 61.1	18,300 D

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

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SEC 1474  
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Rolled Employee Stock Option (Right to Buy)	\$ 1.5	12/09/2005		M	57,900	<u>(1)</u> 08/15/2011	Common Stock 57,900
Performance Employee Stock Option (Right to Buy)	\$ 44.01					<u>(2)</u> 05/13/2012	Common Stock 200,000
Employee Stock Option (Right to Buy)	\$ 6.16					<u>(3)</u> 08/15/2011	Common Stock 530,300

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROWAN FREDERICK J II C/O CARTER'S, INC., THE PROSCENIUM 1170 PEACHTREE STREET NE, SUITE 900 ATLANTA, GA 30309	X		Chief Executive Officer	

## Signatures

By: /s/ Fredrick J.  
Rowan, II

12/13/2005

\*\*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) These options became 100% exercisable upon the date of Mr. Rowan's Restated Stock Option Agreement on August 15, 2001.
  - (2) These options are performance options that vest upon the achievement of defined performance criteria.
  - (3) These options are exercisable in five equal annual installments beginning on August 15, 2002.

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.