

CASEY MICHAEL DENNIS
Form 4
November 13, 2018

FORM 4

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

OMB APPROVAL

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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 *
CASEY MICHAEL DENNIS

(Last) (First) (Middle)
3438 PEACHTREE ROAD
NE, SUITE 1800

(Street)

ATLANTA, GA 30326

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2018

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)
Chairman and CEO

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	11/12/2018		M		25,000 (1) A \$ 18.14	399,397 (2)	D
Common Stock	11/12/2018		S		10,944 (1) D \$ 90.45 (3)	388,453 (2)	D
Common Stock	11/12/2018		S		7,756 (1) D \$ 91.33 (4)	380,697 (2)	D
Common Stock	11/12/2018		S		4,900 (1) D \$ 92.43 (5)	375,797 (2)	D

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- (1) The transactions reported in this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan entered into on April 30, 2018.
- (2) Some of these shares are restricted shares that are subject to either time-vesting or performance-based restrictions.

This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$89.96 to \$90.88, inclusive.

- (3) Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$90.97 to \$91.89, inclusive.

- (4) Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$91.99 to \$92.90, inclusive.

- (5) Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$93.20 to \$93.64, inclusive.

- (6) Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

- (7) All of these options are exercisable.

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.