

CARTERS INC
Form 4
November 15, 2016

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

OMB APPROVAL

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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 *
CASEY MICHAEL DENNIS

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)
3438 PEACHTREE ROAD
NE, SUITE 1800

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2016

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Chairman and CEO

(Street)
ATLANTA, GA 30326

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
			Code	V	Amount		
Common Stock	11/14/2016	11/14/2016	S		300	\$ 89.13 (1)	393,452 (3) D
Common Stock	11/14/2016	11/14/2016	S		600	\$ 90.32 (4)	392,852 (3) D
Common Stock	11/14/2016	11/14/2016	S		2,000	\$ 91.63 (5)	390,852 (3) D
Common Stock	11/14/2016	11/14/2016	S		3,441	\$ 92.73 (2)	387,411 (3) D

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Common Stock	11/14/2016	11/14/2016	S	10,500	<u>D</u> (2)	\$ 93.55	376,911	<u>(3)</u> (7)	D
Common Stock	11/14/2016	11/14/2016	S	3,859	<u>D</u> (2)	\$ 94.25	373,052	<u>(3)</u> (8)	D

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.

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(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. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASEY MICHAEL DENNIS 3438 PEACHTREE ROAD NE SUITE 1800 ATLANTA, GA 30326			Chairman and CEO	

Signatures

/s/Michael C. Wu,
Attorney-in-Fact

11/15/2016

__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).

This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$88.93 to \$89.50, inclusive.

(1) 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.

(2) The transaction reported in this Form 4 was effectuated pursuant to a Rule 10b5-1 trading plan entered into on May 9, 2016.

(3) 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 \$89.99 to \$90.96, 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 \$91.04 to \$91.97, 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 \$92.05 to \$93.03, 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.

This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$93.05 to \$94.04, inclusive.

(7) 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 \$94.05 to \$94.65, inclusive.

(8) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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