

JONES ROSS M
Form 4
November 15, 2005

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 *
JONES ROSS M

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. Date of Earliest Transaction (Month/Day/Year)
11/10/2005

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

C/O BERKSHIRE PARTNERS LLC, ONE BOSTON PLACE, SUITE 3300

(Street)

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

BOSTON, MA 02108

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/10/2005		J ⁽¹⁾		3,628,754	D	\$ 62.6 ⁽²⁾
Common Stock					49,429 ⁽⁴⁾	D	

By affiliated investment entities ⁽³⁾

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

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number.

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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES ROSS M C/O BERKSHIRE PARTNERS LLC ONE BOSTON PLACE, SUITE 3300 BOSTON, MA 02108	X			

Signatures

By: /s/ Ross M. Jones 11/14/2005

**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).
- On November 10, 2005, Berkshire Fund V, Limited Partnership ("Fund V"), Berkshire Fund V Coinvestment Fund, Limited Partnership ("Coinvest Fund"), and Berkshire Investors LLC ("Investors") distributed a total of 3,628,754 shares of common stock of the Issuer (the "Common Stock") pro rata to their respective limited partners and members.
- (1) ("Coinvest Fund"), and Berkshire Investors LLC ("Investors") distributed a total of 3,628,754 shares of common stock of the Issuer (the "Common Stock") pro rata to their respective limited partners and members.
 - (2) The price listed in the table above is the designated price per share distributed in the pro rata distribution pursuant to the funds' governing documents. No consideration was paid in connection with the distribution.
- Of these shares, 3,628,752 shares are beneficially owned by or through certain investment entities, including Fund V, Coinvest Fund, Investors and Fifth Berkshire Associates LLC ("FBA"). An additional 2,622 shares are held by Berkshire Partners LLC ("Berkshire Partners"), of which Mr. Jones is a member (shares include 1,311 shares granted pursuant to the issuer's incentive plan on May 12, 2005
- (3) for Mr. Jones' service as a director and 1,311 shares granted pursuant to the issuer's incentive plan on the same date for the director service of another member of Berkshire Partners; pursuant to agreements between these individuals and Berkshire Partners, these shares were issued directly to Berkshire Partners). The Reporting Person disclaims any beneficial ownership of any shares in which he does not have a pecuniary interest.

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- (4) Of the 3,628,754 shares of Common Stock distributed on November 10, 2005, FBA, as the sole general partner of Fund V and Coinvest Fund, had a pecuniary interest in 618,325 shares, which FBA received as part of the distribution and promptly transferred to the members of FBA. As a managing member of FBA and Investors, the Reporting Person had a pecuniary interest in, and received 45,980 shares of Common Stock.

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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