CARTERS INC Form 4 February 18, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Wilson Jill

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) CARTERS INC [CRI]

(Check all applicable)

3438 PEACHTREE ROAD

(Street)

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

X_ Officer (give title below)

10% Owner Other (specify

02/16/2016

SVP Human Resources

6. Individual or Joint/Group Filing(Check

NE. SUITE 1800

4. If Amendment, Date Original

Applicable Line)

Director

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

ATLANTA, GA 30326

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative Securities A	equired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	(A) or Amount (D) Price	Reported Transaction(s) (Instr. 3 and 4)	, , ,	
Common Stock	02/16/2016		A	$ \begin{array}{cccccccccccccccccccccccccccccccccccc$	25,659 <u>(3)</u>	D	
Common Stock	02/16/2016		A	1,700 A 0	27,359 (3)	D	

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

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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. Transacti Code (Instr. 8)	5. Number on 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 or Number of Shares
Employee Stock Option (Right to Purchase)	\$ 90.66	02/16/2016		A	2,600 (5)	02/16/2017	02/16/2026	Common Stock	2,600

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	•

Director 10% Owner Officer Other

Wilson Jill

3438 PEACHTREE ROAD NE SVP Human SUITE 1800 Resources ATLANTA, GA 30326

Signatures

Michael C. Wu, Attorney-in-Fact for Jill Wilson 02/18/2016

**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).
- (1) These restricted shares are subject to restrictions that lapse in four equal annual installments beginning one year from the grant date.
- (2) Granted at no cost to the reporting person.
- (3) Some of these shares are restricted shares that are subject to either time-vesting or performance-based restrictions.
- (4) These restricted shares cliff vest based upon the achievement of certain 2018 earnings targets.
- (5) These time-vesting options are exercisable in four equal annual installments beginning one year from the grant date.

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.

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