

CARTERS INC
Form 4
October 02, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Berkshire Partners LLC

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)
200 CLARENDON STREET, 35TH FLOOR,

3. Date of Earliest Transaction (Month/Day/Year)
09/28/2012

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

(Street)
BOSTON, MA 02116

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 09/28/2012 | | J | 2,927,430 (1) | \$ 0 4,668,937 | I | See Notes (2) |
| Common Stock | 09/28/2012 | | J | 48,087 (1) | \$ 0 132,625 | D (3) | |
| Common Stock | 09/28/2012 | | J | 24,483 (1) | \$ 0 52,957 | D (4) | |
| Common Stock | 09/28/2012 | | J | 22,682 (1) | \$ 0 0 | D (5) | |
| Common Stock | | | | | 500,802 | D (6) | |

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| | | |
|-----------------|--------|--------------|
| Common Stock | 94,094 | D <u>(7)</u> |
| Common Stock | 2,668 | D <u>(8)</u> |
| Common Stock | 53,517 | D <u>(9)</u> |

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.

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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | 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 |
| Berkshire Partners LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116 | | X | | |
| Seventh Berkshire Associates LLC C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116 | | X | | |
| Stockbridge Partners LLC C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116 | | X | | |

| | |
|--|---|
| BERKSHIRE FUND VII-A L.P. C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116 | X |
| STOCKBRIDGE ASSOCIATES LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116 | X |
| Stockbridge Fund, L.P. C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116 | X |
| Stockbridge Fund M, L.P. 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116 | X |
| Stockbridge Absolute Return Fund, L.P. C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116 | X |
| Stockbridge Master Fund (OS), L.P. 200 CLARENDON STREET, 35TH STREET BOSTON, MA 02116 | X |
| BERKSHIRE FUND VII L.P. C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116 | X |

Signatures

/s/ Sharlyn C. Heslam, Managing Director, Berkshire Partners
LLC

10/02/2012

__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) Represents a pro-rata distribution to partners and, with respect to certain Reporting Persons, subsequent distributions by the general partner and certain limited partners to their respective partners.

Represents shares held indirectly by Berkshire Partners LLC ("Berkshire Partners"), Seventh Berkshire Associates LLC ("7BA") and Stockbridge Partners LLC ("Stockbridge Partners"). Berkshire Fund VII, L.P. ("Fund VII") distributed 2,466,341 shares for a total ownership of 3,826,155 shares. Berkshire Fund VII-A, L.P. ("Fund VII-A") distributed 461,089 shares for a total ownership of 715,311 shares. Stockbridge Partners has a total ownership of 127,471 shares on behalf of a managed account. 7BA is the sole general partner of Fund VII and Fund VII-A. Berkshire Partners, 7BA and Stockbridge Partners are under common control and may be deemed to be, but do not admit to being, a group for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934. Each of Berkshire Partners, 7BA and Stockbridge Partners disclaims beneficial ownership of any securities except to the extent of its pecuniary interest therein.
- (3) Represents shares held directly by Berkshire Investors IV LLC ("Investors IV"). Investors IV may be deemed to be, but does not admit to being, a member of a group for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.
- (4) Represents shares held directly by Berkshire Investors III LLC ("Investors III"). Investors III may be deemed to be, but does not admit to being, a member of a group for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.

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- (5) Represents shares held directly by Berkshire Partners.

Represents shares held directly by Stockbridge Fund, L.P. ("Stockbridge Fund"). Stockbridge Associates LLC ("SA LLC") is the sole general partner of Stockbridge Fund. SA LLC disclaims beneficial ownership of such shares of common stock except to the extent of its pecuniary interest therein. Stockbridge Fund and SA LLC may be deemed to be, but do not admit to being, a member of a group holding for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.

- (6) Represents shares held directly by Stockbridge Fund, L.P. ("Stockbridge Fund"). Stockbridge Associates LLC ("SA LLC") is the sole general partner of Stockbridge Fund. SA LLC disclaims beneficial ownership of such shares of common stock except to the extent of its pecuniary interest therein. Stockbridge Fund and SA LLC may be deemed to be, but do not admit to being, a member of a group holding for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.
- (7) Represents shares held directly by Stockbridge Fund M, L.P. ("Stockbridge M"). SA LLC is the sole general partner of Stockbridge M. SA LLC disclaims beneficial ownership of such shares of common stock except to the extent of its pecuniary interest therein. Stockbridge M and SA LLC may be deemed to be, but do not admit to being, a member of a group for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.

Represents shares held directly by Stockbridge Absolute Return Fund, L.P. ("Stockbridge Absolute"). SA LLC is the sole general partner of Stockbridge Absolute. SA LLC disclaims beneficial ownership of such shares of common stock except to the extent of its pecuniary interest therein. Stockbridge Absolute and SA LLC may be deemed to be, but do not admit to being, a member of a group for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.

- (8) Represents shares held directly by Stockbridge Absolute Return Fund, L.P. ("Stockbridge Absolute"). SA LLC is the sole general partner of Stockbridge Absolute. SA LLC disclaims beneficial ownership of such shares of common stock except to the extent of its pecuniary interest therein. Stockbridge Absolute and SA LLC may be deemed to be, but do not admit to being, a member of a group for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.
- (9) Represents shares held directly by Stockbridge Master Fund (OS), L.P. ("Master Fund"). SA LLC is the sole general partner of Master Fund. SA LLC disclaims beneficial ownership of such shares of common stock except to the extent of its pecuniary interest therein. Master Fund and SA LLC may be deemed to be, but do not admit to being, a member of a group for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.

Remarks:

Exhibit 99.1 (Joint Filer Information) incorporated herein by reference.

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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