**CARTERS INC** Form 4

February 27, 2017

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Westenberger Richard F. Issuer Symbol CARTERS INC [CRI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_ Other (specify Officer (give title 3438 PEACHTREE ROAD 02/23/2017 below) NE. SUITE 1800 EVP and CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting ATLANTA, GA 30326 Person

| (City)                               | (State)                                 | (Zip) Table   | e I - Non-D   | erivative :  | Secur            | ities Acqu   | uired, Disposed of   | , or Beneficial                                       | y Owned |
|--------------------------------------|---|---|---|--------------|------------------|--|--|---|---------|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) |              | d of (D)         | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |         |
|                                      |   |   | Code V  | Amount       | (A)<br>or<br>(D) | Price  | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                       |   |         |
| Common<br>Stock                      | 02/23/2017                              |   | A   | 160 (1)      | A                | \$ 0 (2)   | 54,118 (3)   | D   |         |
| Common<br>Stock                      | 02/23/2017                              |   | F   | 1,898<br>(4) | D                | \$<br>87.06  | 52,220 (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 | 2.          | 3. Transaction Date | 3A. Deemed         | 4.                | 5.         | 6. Date Exerc | cisable and | 7. Title  | and         | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|-------------------|------------|---------------|-------------|-----------|-------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | TransactionNumber |            | Expiration D  | ate         | Amount    | t of        | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code              | of         | (Month/Day/   | Year)       | Underly   | ing         | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)        | Derivative | e             |             | Securitie | es          | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |                   | Securities |               |             |           | and 4)      |             | Own    |
|             | Security    |                     |                    |                   | Acquired   |               |             |           |             |             | Follo  |
|             | •           |                     |                    |                   | (A) or     |               |             |           |             |             | Repo   |
|             |             |                     |                    |                   | Disposed   |               |             |           |             |             | Trans  |
|             |             |                     |                    |                   | of (D)     |               |             |           |             |             | (Instr |
|             |             |                     |                    |                   | (Instr. 3, |               |             |           |             |             |        |
|             |             |                     |                    |                   | 4, and 5)  |               |             |           |             |             |        |
|             |             |                     |                    |                   |            |               |             | ^         | mount       |             |        |
|             |             |                     |                    |                   |            |               |             |           | mount       |             |        |
|             |             |                     |                    |                   |            | Date          | Expiration  | Title N   | r<br>Jumber |             |        |
|             |             |                     |                    |                   |            | Exercisable   | Date        |           |             |             |        |
|             |             |                     |                    | C + V             | (A) (D)    |               |             | 0         |             |             |        |
|             |             |                     |                    | Code V            | (A) (D)    |               |             | S         | hares       |             |        |

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Westenberger Richard F. 3438 PEACHTREE ROAD NE **SUITE 1800** ATLANTA, GA 30326

EVP and CFO

### **Signatures**

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

02/27/2017

\*\*Signature of Reporting Person

# **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) Reflects the above-target vesting of performance shares that were initially issued and reported in February 2014.
- (2) Granted at no cost to the reporting person.
- Some of these shares are restricted shares that are subject to either time-vesting or performance-based restrictions.
- The transaction reported in this Form 4 reflects withholding of shares of common stock to satisfy tax withholding obligations resulting from the vesting of restricted stock.

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.

Reporting Owners 2