## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

MB APP	ROVAL				
OMB Number: 3					
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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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Faircloth Michael E.</u>					2. Issuer Name <b>and</b> Ticker or Trading Symbol Hanesbrands Inc. [ HBI ]									Check	all app Dired	applicable) Director		10% C	wner
•	,	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 12/09/2013									X	belov				`
N(				4. If	Ame	ndment	, Date c	f Original	l Filed	l (Month/Da	ay/Yea	ar)			Forn	n filed by One n filed by Mor	e Rep	orting Pers	on
	Tabl	e I - No	n-Deriv	ative	Sec	curitie	s Ac	quired,	Dis	posed o	f, oı	r Ben	efici	ally C	)wne	ed			
		Date	Date		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)						4 and Secul Bene Owne Repo Trans		ecurities eneficially wned Following		n: Direct or Indirect	7. Nature of Indirect Beneficial Ownership	
							Code	v	Amount (A) (C)		(A) or (D)	Price			action(s)			(Instr. 4)	
Common Stock 05/02				/2013	2013		G	V	239		D	\$0.00		54,287			D		
Common Stock 09/1				/2013	2013				V	240		D	\$0.00		54,047		D		
Common Stock 12/06/				/2013	2013			G V		225		D	\$0.00		53,822		D		
Common Stock 12/09/					2013			F		1,073(1	l)	D	\$69.79		79 52,749		D		
	Та														ned				
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution if any	ution Date, h/Day/Year)  Transaction Code (Instr. 8)  Transaction of Derivation Security Acquire (A) or Disposo of (D) (Instr. and 5)				rative rities ired r osed )	Expiration Date (Month/Day/Year)  Date Expiration  Amo Sect Undo Deri Sect and				Amour or Numbe of		Derivativ Security (Instr. 5)				Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	ST HANES  ON NO  (St  Security (Inst  Stock  Stock  Stock  Stock  Stock  Stock  Onversion or Exercise Price of Derivative	th Michael E.  (First) (Conversion or Exercise Price of Derivative (Month/Day/Year)	th Michael E.  (First) (Middle)  ST HANES MILL ROAD  NC 27105  (State) (Zip)  Table I - No  Security (Instr. 3)  Stock  Stock  Stock  Stock  Table II - I  Conversion or Exercise Price of Derivative  Stock (Month/Day/Year)  A. Deem Execution if any (Month/Day/Year) [Month/Day/Pear]	th Michael E.  (First) (Middle)  ST HANES MILL ROAD  NC 27105  (State) (Zip)  Table I - Non-Deriv  Security (Instr. 3)  2. Transa Date (Month/D  Stock 05/02  Stock 12/06  Stock 12/09  Table II - Derivati (e.g., pt  Conversion or Exercise Price of Derivative Security  Security (Month/Day/Year)  STANDE II - Derivation Date, if any (Month/Day/Year)	th Michael E.  (First) (Middle)  ST HANES MILL ROAD  Table I - Non-Derivative  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  5tock  12/06/2013  Table II - Derivative S (e.g., puts, of Derivative of Derivative of Derivative (Month/Day/Year)  2. Table II - Derivative S (e.g., puts, of Derivative of Derivative S (e.g., puts, of Derivative S (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Transaction Derivative S (e.g., puts, of Derivative S (e.g., pu	th Michael E.  (First) (Middle) ST HANES MILL ROAD  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Stock  Stock  05/02/2013 Stock  12/06/2013 Stock  12/09/2013  Table II - Derivative Security (e.g., puts, calls any (Month/Day/Year) of Derivative Security (Month/Day/Year)  2. Transaction Date (e.g., puts, calls any (Month/Day/Year) (Month/Day/Year)  A. If Ame  3. Date of 12/09/20  4. If Ame  3. Date of 12/09/20  4. If Ame  3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 8)	Hanesbrand  (First) (Middle) ST HANES MILL ROAD  (State) (Zip)  Table I - Non-Derivative Securities (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) Stock  5tock  5tock  12/09/2013  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  3. Date of Earlies 12/09/2013  2. Transaction Date (e.g., puts, calls, warr (e.g., puts, calls, warr (e.g., puts, calls, warr (A) of Derivative Security)	Hanesbrands Inc  (First) (Middle)  ST HANES MILL ROAD  Table I - Non-Derivative Securities Accurity (Instr. 3)  Security (Instr. 3)  Table II - Non-Derivative Securities Accurity (Month/Day/Year)  Stock  05/02/2013  Stock  09/19/2013  Stock  12/09/2013  Table II - Derivative Securities Acqurity (e.g., puts, calls, warrants, and Execution Date, if any (Month/Day/Year)  Table II - Derivative Securities Acqurity (e.g., puts, calls, warrants, and some of Exercise Price of Derivative Security (Month/Day/Year)  2.	Hanesbrands Inc. [ HBI  (First) (Middle)  ST HANES MILL ROAD  Table I - Non-Derivative Securities Acquired, Nonth/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Nonth/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Stock 05/02/2013 G  Stock 09/19/2013 G  Stock 12/06/2013 G  Stock 12/09/2013 F  Table II - Derivative Securities Acquired, D (e.g., puts, calls, warrants, option or Exercise (Month/Day/Year) (Month/Day/Year)  (Conversion or Exercise (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Conversion or Exercise (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Conversion or Exercise (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Date (Date of Earliest Transaction (Nonth/Day/Year) (A. If Amendment, Date of Origina (Date (Month/Day/Year) (Month/Day/Ye	Hanesbrands Inc. [HBI]  (First) (Middle) ST HANES MILL ROAD  Table I - Non-Derivative Securities Acquired, Distinate (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) Stock  5. Stock  5. Stock  5. Stock  6. Derivative Securities Acquired, Distinate (P. J.	Hanesbrands Inc. [ HBI ]	Hanesbrands Inc. [ HBI ]	Hanesbrands Inc. [ HBI ]  (First) (Middle) ST HANES MILL ROAD  A. If Amendment, Date of Original Filed (Month/Day/Year) 12/09/2013  4. If Amendment, Date of Original Filed (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 5. If Amendment, Date of Original Filed (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. If Amendment, Date of Original Filed (Month/Day/Year) 7. If Amendment, Date of Original Filed (Month/Day/Year) 8. If Amendment, Date of Original Filed (Month/Day/Year) 9. If Amendment, Date of Original	Hanesbrands Inc. [ HBI ]   (Inc.   HBI   Hanesbrands Inc.   HBI ]   (Inc.   HBI   Hanesbrands Inc.   HBI ]   (Inc.   HBI   Hanesbrands Inc.   HBI   Hanesbrands Inc.   HBI   (Inc.   HBI   HBI   HBI   HBI   HBI   HBI   HBI   HBI   HBI   (Inc.   HBI   (Inc.   HBI   (Inc.   HBI   HBI	Hanesbrands Inc. [ HBI ]  (Check: X  (First) (Middle)  ST HANES MILL ROAD  A. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Code [Instr. 3]  2. Transaction [Month/Day/Year]  (Month/Day/Year)  2. Transaction [Month/Day/Year]  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Stock  05/02/2013  3. Transaction [Check: X  (Check: X  X  (Check: X  X  (Check: X  X  (Check: X  X  (A) or peneficially Code (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) or price of Original Filed (Month/Day/Year)  (A) or price of Original Filed (Month/Day/Year)  (Month/Day/Year)  (A) or price of Original Filed (Month/Day/Year)  (B) Original Filed (Month/Day/Year)  (A) or price of Original Filed (Month/Day/Year)  (B) Original Filed (Month/Day/Year)  (B) Original Filed (Month/Day/Year)  (B) Original Filed (Month/Day/Year)  (B) Original Filed (Month/Day/Year)  (Check: X  X  (Check: X  X  (Check: X  A promoted (A) or price of Original Filed (Month/Day/Year)  (B) Original Filed (Month/Day/Year)  (Check: X  (A) or price of Original Filed (Month/Day/Year)  (B) Original Filed (Month/Day/Year)  (Check: X  (Check: X  (A) or price of Original Filed (Month/Day/Year)  (Check: X  (Check: X  (A) or price of Original Filed (Month/Day/Year)  (Check: X  (A) or price of Original Filed (Month/Day/Year)  (Check: X  (Check: X  (A) or price of Original Filed (Month/Day/Year)  (Check: X  (Check: X  (A) or price of Original Filed	th Michael E.    Hanesbrands Inc. [ HBI ]	Hanesbrands Inc. [ HBI ] (Check all applicable)  (First) (Middle)  ST HANES MILL ROAD  27105  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) or price (D) (Instr. 3, and 4)  Stock  (D) (D) (D) (D) (Check all applicable)  (Check all a	th Michael E.  (First) (Middle) ST HANES MILL ROAD  2. Date of Earliest Transaction (Month/Day/Year) 12/09/2013  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/D	Hanesbrands Inc. [HBI]  (First) (Middle)  ST HANES MILL ROAD  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Transaction (Month/Day/Year)  Date (Month/Day/Year)  (Month/Day/Year)  Stock  05/02/2013  4. Securities Acquired (A) or Code (Noth (Noth) (

1. Represents shares of common stock withheld to pay taxes upon vesting of restricted stock units originally granted to the Reporting Person on December 4, 2012. The number of shares withheld was determined on December 9, 2013 based on the closing price of Hanesbrands Inc. common stock on December 4, 2013.

## Remarks:

Joia M. Johnson, Attorney in 12/11/2013 fact

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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).

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

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 Number.