## SEC Form 4

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# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

# OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

Estimated average burden hours per response: 0.5

I. Name and Address of Reporting Feison			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Hanesbrands Inc.</u> [ HBI ]		tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner		
(Last) (First) (Middle) 1000 EAST HANES MILL ROAD		( )	3. Date of Earliest Transaction (Month/Day/Year) 04/26/2013		Officer (give title below)	Other (specify below)	
(Street) WINSTON- SALEM	NC	27105	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person 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. Transa Code ( 8)		4. Securities 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		
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock	04/26/2013		М		87,751	A	\$22.37	91,094	D			
Common Stock	04/26/2013		М		13,619	A	\$14.28	104,713	D			
Common Stock	04/26/2013		F		63,958 <sup>(1)</sup>	D	\$49.16	40,755	D			
Common Stock	04/29/2013		S		37,412	D	\$49.5217(2)	3,343	D			
Common Stock								31,184	I	By Trust <sup>(3)</sup>		

## 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. Transa Code ( 8)		of Deri Sec Acq (A) ( Disp of (I	umber vative urities uired or oosed 0) (Instr. and 5)	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$22.37	04/26/2013		М			20,000	(4)	09/26/2016	Common Stock	20,000	\$0.00	80,488	D	
Employee Stock Option (right to buy)	\$22.37	04/26/2013		М			67,751	(4)	09/26/2016	Common Stock	67,751	\$0.00	0	D	
Employee Stock Option (right to buy)	\$14.28	04/26/2013		М			13,619	(5)	12/09/2018	Common Stock	13,619	\$0.00	0	D	

#### Explanation of Responses:

1. Represents a "net exercise" of outstanding stock options. These shares were withheld by Hanesbrands Inc. for payment of the exercise price, using the closing price of Hanesbrands Inc. common stock on April 26, 2013 of \$49.16.

2. The transaction was executed in multiple trades at prices ranging from \$49.40 to \$49.69. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request by the SEC staff, Hanesbrands Inc. or any security holder of Hanesbrands Inc. full information regarding the number of shares sold at each separate price.

3. These shares of common stock are held by the Lee A. Chaden Revocable Living Trust dated April 22, 2003, a trust of which the Reporting Person is the sole trustee.

4. The options vest in three installments of 33% on September 26, 2007, 33% on September 26, 2008 and 34% on September 26, 2009.

5. The options vest in four equal installments on March 9, 2009, June 9, 2009, September 9, 2009 and December 9, 2009.

#### **Remarks:**

Joia M. Johnson, Attorney in fact

<u>04/30/2013</u>

\*\* Signature of Reporting Person

Date

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

\* 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.