# SEC Form 4

П

# 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

ļ		0.0
	hours per response:	0.5
	Estimated average burden	

	Х	tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner		
3. Date of Earliest Transaction (Month/Day/Year) 11/25/2014		Officer (give title below)	Other (specify below)	
4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	dual or Joint/Group Filing ( Form filed by One Report Form filed by More than C Person	ing Person	
1	11/25/2014	I. If Amendment, Date of Original Filed (Month/Day/Year) 6. Indivi Line)	B. Date of Earliest Transaction (Month/Day/Year) below)   below) below)   6. Individual or Joint/Group Filing (Line)   X Form filed by One Report   Form filed by More than O	

### 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 Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	11/25/2014		М		11,792	A	\$25.1	13,610	D	
Common Stock	11/25/2014		F		2,620(1)	D	\$112.97	10,990	D	
Common Stock	11/25/2014		М		10,684	A	\$25.1	21,674	D	
Common Stock	11/25/2014		F		2,374 <sup>(2)</sup>	D	\$112.975	19,300	D	
Common Stock	11/25/2014		S		17,482	D	\$112.8428(3)	1,818	D	

#### 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 Seci Acq (A) ( Disp of (E	umber vative urities uired or oosed o) (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				
Stock Option (right to buy)	\$25.1	11/25/2014		М			11,792	(4)	02/04/2018	Common Stock	11,792	\$0	0	D	
Stock Option (right to buy)	\$25.1	11/25/2014		М			10,684	(5)	02/05/2017	Common Stock	10,684	\$0	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, based on the market price of Hanesbrands Inc. common stock at the time of the option exercise on November 25, 2014 of \$112.97.

2. Represents a "net exercise" of outstanding stock options. These shares were withheld by Hanesbrands Inc. for payment of the exercise price, based on the market price of Hanesbrands Inc. common stock at the time of the option exercise on November 25, 2014 of \$112.975.

3. This transaction was executed in multiple trades at prices ranging from \$112.62 to \$113.00. 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.

4. The options vest in four equal installments on May 4, 2008, August 4, 2008, November 4, 2008 and February 4, 2009.

5. The options vest in four equal installments on May 5, 2007, August 5, 2007, November 5, 2007 and February 5, 2008.

Remarks:

Joia M. Johnson, Attorney- in-11/28/2014

fact

\*\* 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.