

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Nictakis William J</u> (Last) (First) (Middle) <u>1000 EAST HANES MILL ROAD</u> (Street) <u>WINSTON-SALEM NC 27105</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Hanesbrands Inc. [HBI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CCO Intl Bus Global Retailer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/02/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/02/2013		M		120,000	A	\$29.35	323,855	D	
Common Stock	08/02/2013		M		40,678	A	\$24.33	364,533	D	
Common Stock	08/02/2013		M		13,002	A	\$27.16	377,535	D	
Common Stock	08/02/2013		F		122,858 ⁽¹⁾	D	\$63.98	254,677	D	
Common Stock	08/05/2013		S		50,822	D	\$63.5701 ⁽²⁾	203,855	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. 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 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)	\$29.35	08/02/2013		M			120,000	(3)	12/11/2017	Common Stock	120,000	\$0.00	0	D	
Employee Stock Option (right to buy)	\$24.33	08/02/2013		M			40,678	(4)	12/08/2019	Common Stock	40,678	\$0.00	0	D	
Employee Stock Option (right to buy)	\$27.16	08/02/2013		M			13,002	(5)	12/06/2020	Common Stock	13,002	\$0.00	6,698	D	

Explanation of Responses:

- Represents a "net exercise" of outstanding stock options. These shares were withheld by Hanesbrands Inc. for payment of the exercise price paid and applicable taxes, using the execution price of Hanesbrands Inc. common stock on August 2, 2013 of \$63.98.
- The transaction was executed in multiple trades at prices ranging from \$63.47 to \$63.69. 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.
- The options vest in three installments of 33% on December 11, 2008, 33% on December 11, 2009 and 34% on December 11, 2010.
- The options vest in three installments of 33% on December 8, 2010, 33% on December 8, 2011, and 34% on December 8, 2012.
- The options vest in three installments of 33% on December 6, 2011, 33% on December 6, 2012 and 34% on December 6, 2013.

Remarks:

Joia M. Johnson, Attorney in fact 08/06/2013

** 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.

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