

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>CHADEN LEE A</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/28/2014		M		4,426 ⁽¹⁾	A	(2)	6,244	D	
Common Stock								13,527	I	By Trust ⁽³⁾

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
Phantom Stock ⁽⁴⁾	(5)	02/28/2014		M		4,426 ⁽²⁾	(6)	(6)	(6)	Common Stock	4,426	\$71.14 ⁽¹⁾	4,567 ⁽⁷⁾⁽⁸⁾	D	

Explanation of Responses:

- Represents the number of shares resulting from dividing the total amount of distribution received, \$314,865.64, by \$71.14 (the closing market quote for Hanesbrands Inc. common stock on the valuation date of January 31, 2014).
- Represents a distribution from a Stock Equivalent Account balance under the Hanesbrands Inc. Non-Employee Director Deferred Compensation Plan (the "Plan") settled on a share-for-share basis in Hanesbrands Inc. common stock.
- 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.
- Represents a Stock Equivalent Account balance under the Plan. Balances in the Stock Equivalent Account may not be reallocated and are settled on a share-for-share basis of Hanesbrands Inc. common stock.
- 1-for-1
- Balances in the Stock Equivalent Account are settled on a share-for-share basis of Hanesbrands Inc. common stock (i) with respect to deferrals prior to January 1, 2008, at the time specified by the Reporting Person at the time of the Reporting Person's deferral election, which in no case shall be prior to the January 1 following the first anniversary of the date the deferral election is made and (ii) with respect to deferrals on or after January 1, 2008, on the earlier of the fifth anniversary of the date of the deferral or the Reporting Person's separation from service as a member of the Hanesbrands Inc. board of directors.
- Includes acquisitions of 36,2943 stock units, 29,4346 stock units and 25,581 stock units acquired through deemed dividend reinvestments on June 3, 2013, September 3, 2013 and December 3, 2013, respectively.
- The balance is determined by dividing the value in the Reporting Person's account following the reported transaction by \$73.28 (the closing price for Hanesbrands common stock on the transaction date of February 28, 2014).

Remarks:

Joia M. Johnson, Attorney-in-Fact 03/04/2014

** 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.