

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	
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1. Name and Address of Reporting Person* NOLL RICHARD A			2. Issuer Name and Ticker or Trading Symbol Hanesbrands Inc. [HBI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/06/2014					
1000 EAST HANES MILL ROAD			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		
(Street) WINSTON- SALEM NC 27105								
(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. 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	12/06/2014		D		38,141	D	(1)	413,697	D	
Common Stock	12/09/2014		A		28,285 ⁽²⁾	A	\$0	441,982	D	
Common Stock	12/09/2014		S ⁽³⁾		42,689	D	\$109.14 ⁽⁴⁾	399,293	D	
Common Stock	12/09/2014		S ⁽³⁾		10,794	D	\$109.52 ⁽⁵⁾	388,499	D	
Common Stock	12/10/2014		D		13,200	D	(6)	375,299	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
Phantom Stock ⁽⁷⁾	(8)	12/06/2014		A		38,141		(9)	(9)	Common Stock	38,141	(1)	62,270	D	
Phantom Stock ⁽¹⁰⁾	(8)	12/10/2014		A		13,200		(11)	(11)	Common Stock	13,200	(6)	75,470	D	

Explanation of Responses:

- Represents a deferral by the Reporting Person of 38,141 shares of Hanesbrands Inc. common stock upon the vesting of restricted stock units granted to the Reporting Person on December 6, 2011. The amount deferred was contributed to a stock equivalent account (the "HBI Stock Fund") in the Hanesbrands Inc. Executive Deferred Compensation Plan (the "Plan").
- Consists of restricted stock units that upon vesting are settled on a one-for-one basis in shares of common stock, vesting in three installments of 33% on December 9, 2015, 33% on December 9, 2016 and 34% on December 9, 2017.
- The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 4, 2014. For additional information, please refer to Item 5 of the Issuer's Quarterly Report on Form 10-Q filed with the SEC on October 30, 2014.
- This transaction was executed in multiple trades at prices ranging from \$108.42 to \$109.41. 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.
- This transaction was executed in multiple trades at prices ranging from \$109.42 to \$109.70. 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.
- Represents a deferral by the Reporting Person of 13,200 shares of Hanesbrands Inc. common stock upon the vesting of restricted stock units granted to the Reporting Person on December 10, 2013. The amount deferred was contributed to the HBI Stock Fund in the Plan.
- Represents an HBI Stock Fund balance under the Plan. Balances in the HBI Stock Fund may not be reallocated and are settled on a share-for-share basis of Hanesbrands Inc. common stock.
- 1-for-1
- Balances in the HBI Stock Fund are settled on a share-for-share basis in Hanesbrands Inc. common stock 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.
- Represents a HBI Company Stock Fund balance under the Plan. Balances in the HBI Company Stock Fund may not be reallocated and are settled on a share-for-share basis of Hanesbrands Inc. common stock.
- Balances in the HBI Company Stock Fund are settled on a share-for-share basis in Hanesbrands Inc. common stock 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.

Remarks:

Joia M. Johnson, attorney-in-fact 12/11/2014

** Signature of Reporting Person Date

* 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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