

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Upchurch W Howard Jr</u> (Last) (First) (Middle) 1000 EAST HANES MILL ROAD (Street) WINSTON- SALEM NC 27105 (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) Group President, IW Americas		
			3. Date of Earliest Transaction (Month/Day/Year) 09/16/2015					
			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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/16/2015		M		121,952	A	\$5.6	595,794	D	
Common Stock	09/16/2015		F ⁽¹⁾		70,018	D	\$30.15 ⁽¹⁾	525,776	D	
Common Stock	09/16/2015		M		121,952	A	\$5.6	647,728	D	
Common Stock	09/16/2015		F ⁽²⁾		69,360	D	\$30.16 ⁽²⁾	578,368	D	
Common Stock	09/16/2015		M		55,492	A	\$5.6	633,860	D	
Common Stock	09/16/2015		F ⁽³⁾		31,868	D	\$30.11 ⁽³⁾	601,992	D	
Common Stock	09/16/2015		M		91,036	A	\$5.6	693,028	D	
Common Stock	09/16/2015		F ⁽⁴⁾		52,278	D	\$30.115 ⁽⁴⁾	640,750	D	
Common Stock	09/16/2015		S		166,906	D	\$30.06 ⁽⁵⁾	473,844	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)	\$5.6 ⁽⁶⁾	09/16/2015		M			121,952	(7)	09/26/2016	Common Stock	121,952 ⁽⁶⁾	\$0	0	D	
Employee Stock Option (right to buy)	\$5.6 ⁽⁶⁾	09/16/2015		M			121,952	(8)	09/26/2016	Common Stock	121,952 ⁽⁶⁾	\$0	0	D	
Employee Stock Option (right to buy)	\$5.6 ⁽⁹⁾	09/16/2015		M			55,492	(10)	09/26/2016	Common Stock	55,492 ⁽⁹⁾	\$0	0	D	
Employee Stock Option (right to buy)	\$5.6 ⁽¹¹⁾	09/16/2015		M			91,036	(12)	09/26/2016	Common Stock	91,036 ⁽¹¹⁾	\$0	0	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 and applicable taxes, based on the market price of Hanesbrands Inc. common stock at the time of the option exercise on September 16, 2015 of \$30.15.
- Represents a "net exercise" of outstanding stock options. These shares were withheld by Hanesbrands Inc. for payment of the exercise price and applicable taxes, based on the market price of Hanesbrands Inc. common stock at the time of the option exercise on September 16, 2015 of \$30.16.
- Represents a "net exercise" of outstanding stock options. These shares were withheld by Hanesbrands Inc. for payment of the exercise price and applicable taxes, based on the market price of Hanesbrands Inc. common stock at the time of the option exercise on September 16, 2015 of \$30.11.
- Represents a "net exercise" of outstanding stock options. These shares were withheld by Hanesbrands Inc. for payment of the exercise price and applicable taxes, based on the market price of Hanesbrands Inc. common stock at the time of the option exercise on September 16, 2015 of \$30.115.
- This transaction was executed in multiple trades at prices ranging from \$29.965 to \$30.19. 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.

6. This option was previously reported as covering 30,488 shares at an exercise price of \$22.37 per share, but was adjusted to reflect a 4-for-1 stock split that occurred on March 3, 2015.
7. The options vest in three installments of 33% on September 26, 2007, 33% on September 26, 2008 and 34% on September 26, 2009.
8. The options vested in three installments of 33% on September 26, 2007, 33% on September 26, 2008 and 34% on September 26, 2009.
9. This option was previously reported as covering 13,873 shares at an exercise price of \$22.37 per share, but was adjusted to reflect a 4-for-1 stock split that occurred on March 3, 2015.
10. The options were immediately exercisable upon grant on September 26, 2006.
11. This option was previously reported as covering 22,759 shares at an exercise price of \$22.37 per share, but was adjusted to reflect a 4-for-1 stock split that occurred on March 3, 2015.
12. The options vest in two equal annual installments on August 31, 2007 and August 31, 2008.

Remarks:

Joia M. Johnson, attorney-in-
fact 09/18/2015

** 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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