## FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT	OF CHANGES	IN	BENEFICIAI	_

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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

Name and Address of Reporting Person*     Upchurch W Howard Jr					2. Issuer Name and Ticker or Trading Symbol Hanesbrands Inc. [ HBI ]									Check all ap Dire V Offi	pplicable) ector cer (give title	ng Person(s) to Issuer  10% Owner  Other (specify		
(Last) (First) (Middle) 1000 EAST HANES MILL ROAD				3. Date of Earliest Transaction (Month/Day/Year) 12/13/2012									2 belo	President, Innerwear				
				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									i. Individual or Joint/Group Filing (Check Applicable ine)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person				
	Tabl	e I - Noi	n-Deriv	/ative	Se	curiti	es Acc	quired,	Dis	posed o	f, or	r Bene	efici	ally Own	ed			
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)		ar)   i	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disposed Code (Instr. 5)					nd Secu Bene Owne	rities ficially ed Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
							Code	v	Amount			Price	Trans	action(s)		(111501.4)		
Common Stock 1			12/13	3/2012				F		947(1)		D	\$30	5.2	2 96,125			
Common Stock 12		12/13	3/2012				F	F 1,682		2)	D	\$30	5.2	94,443	D			
	Та													y Owned	i			
Derivative Security Conversion or Exercise (Month/Day/Year) if		Execution if any	n Date, Transaction Code (Instr.		n of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year)			Amour or Numbe		ount		derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	Ch W Ho  (Fin  ST HANES  ON  (St  Security (Inst  Stock  Stock  2.  Conversion or Exercise Price of Derivative	(First) ( ST HANES MILL ROAD  NC 2  (State) (  Table Security (Instr. 3)  Stock  Stock  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) ST HANES MILL ROAD  NC 27105  (State) (Zip)  Table I - Nore Security (Instr. 3)  Stock  Table II - I ( 2. Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year)	(First) (Middle)  ST HANES MILL ROAD  NC 27105  (State) (Zip)  Table I - Non-Deriv Security (Instr. 3)  Stock 12/13  Table II - Derivative (e.g., p  Conversion or Exercise Price of Derivative (Month/Day/Year)  2. (Month/Day/Year)  3. Transaction Execution Date (Month/Day/Year)	Ch W Howard Jr  (First) (Middle)  ST HANES MILL ROAD  Table I - Non-Derivative  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Table II - Derivative S (e.g., puts, of Date (Month/Day/Year)  Conversion or Exercise Price of Derivative (Month/Day/Year)  2. Conversion or Exercise Price of Derivative (Month/Day/Year)  [A Hat A III - Derivative S (A III - Derivative S (Month/Day/Year) Bate (Month/Day/Year) Bate (Month/Day/Year)  [A III - Derivative S (A III - Derivative S (	(First) (Middle)  ST HANES MILL ROAD  3. Date of 12/13/2  4. If Ame  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Stock  12/13/2012  Stock  12/13/2012  Table II - Derivative Security (e.g., puts, calls of 2 price of Derivative Security (Month/Day/Year)  2. Table II - Derivative Security (e.g., puts, calls of 2 price of Date (Month/Day/Year) (Month/Day/Year)  3. Date of 12/13/2  4. If Ame  12/13/2012  3. Transaction Date (Month/Day/Year)  3. Transaction Date (e.g., puts, calls of 2 price of Date (Month/Day/Year) (Month/Day/Year)  2. Conversion or Exercise Price of Derivative Security (Month/Day/Year)	(First) (Middle)  ST HANES MILL ROAD  Table I - Non-Derivative Securities (Month/Day/Year)  Stock  12/13/2012  Table II - Derivative Securities (e.g., puts, calls, warrong Exercise Price of Derivative Security (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warrong Exercise Price of Derivative Security (Month/Day/Year)  3. Date of Earlie 12/13/2012  4. If Amendment 22A. Deer Execution if any (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warrong Execution Date, if any (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrong Execution Date, if any (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrong Execution Date, if any (Month/Day/Year)  3. Date of Earlie 12/13/2012  2. Transaction Date (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrong Month/Day/Year)  4. If Amendment 22A. Deer Execution Date (Month/Day/Year)  4. Derivative Securities (e.g., puts, calls, warrong Month/Day/Year)	Hanesbrands Inc.	Hanesbrands Inc. [ HBI   Ch W Howard Jr	Hanesbrands Inc. [HBI]	Hanesbrands Inc. [ HBI ]	Hanesbrands Inc. [ HBI ]	Hanesbrands Inc. [ HBI ]	Hanesbrands Inc.   [HBI ]	Hanesbrands Inc. [ HBI ]   Check all arguments   Check Blaze   Check B	Hanesbrands Inc. [HBI]   Check all applicable   Director   X Officer (give title below)   President	Hanesbrands Inc.   [HBI]	

## **Explanation of Responses:**

- 1. Represents shares of common stock withheld to pay taxes upon vesting of restricted stock units originally granted to the Reporting Person on December 6, 2010. The number of shares withheld was determined on December 13, 2012 based on the closing price of Hanesbrands Inc. common stock on December 6, 2012.
- 2. Represents shares of common stock withheld to pay taxes upon vesting of restricted stock units originally granted to the Reporting Person on December 6, 2011. The number of shares withheld was determined on December 13, 2012 based on the closing price of Hanesbrands Inc. common stock on December 6, 2012.

## Remarks:

Joia M. Johnson, Attorney in

**OWNERSHIP** 

12/17/2012

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.