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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Add	ress of Reporting P HARD D	erson*	2. Issuer Name and Ticker or Trading Symbol <u>Hanesbrands Inc.</u> [HBI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner
(Last) (First) (Middle) 1000 EAST HANES MILL ROAD		()	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2012	- X Oncer (give the Other (specify below) below) Chief Financial Officer
(Street) WINSTON SALELM	NC	27105	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip)		Feisur

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. Transa Code (8)		4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	12/31/2012		М		740	A	(1)	44,156	D	
Common Stock	12/31/2012		F		304 ⁽²⁾	D	\$36.1	43,852	D	
Common Stock								7,507	I	By 401(k) plan

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. Transa Code (8)		of Deri Sec Acq (A) Disp of (I	f Expiration Date (Month/Day/Year) ecurities cquired A) or isposed		te Amount of		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				
Phantom Stock ⁽³⁾	(4)	12/31/2012		М			740 ⁽¹⁾	(5)	(5)	Common Stock	740	\$0.00 ⁽⁵⁾	7,932	D	

Explanation of Responses:

1. Represents a distribution from a Stock Equivalent Account balance under the Hanesbrands Inc. Executive Deferred Compensation Plan (the "Plan") settled on a share-for-share basis in Hanesbrands Inc. common stock.

2. Represents the number of shares resulting from dividing the total amount of income taxes paid, \$10,974.40, by \$36.10 (the closing market quote for Hanesbrands Inc. common stock on the valuation date of November 30, 2012).

3. 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. 4. 1-for-1

5. Balances in the Stock Equivalent Account are settled on a share-for-share basis of 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

01/03/2013

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.