Hanesbrands Inc. Form 4 August 27, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Marsh John T. Issuer Symbol Hanesbrands Inc. [HBI] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 1000 EAST HANES MILL ROAD 08/25/2014 below) President, Activewear (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting WINSTON-SALEM, NC 27105 Person

(State)

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	(A) or	d of (D) 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)
Common Stock	08/25/2014		Code V M	Amount 8,475	(D)	Price \$ 24.33	78,542	D	
Common Stock	08/25/2014		F	4,448 (1)	D	\$ 103.28	74,094	D	
Common Stock	08/25/2014		M	3,754	A	\$ 27.16	77,848	D	
Common Stock	08/25/2014		F	2,310 (1)	D	\$ 103.28	75,538	D	
Common Stock							142	I	By 401(k) plan

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

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SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	5. Number on 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 27.16	08/25/2014		M	3,754	<u>(2)</u>	12/06/2020	Common Stock	3,754
Employee Stock Option (right to buy)	\$ 24.33	08/25/2014		M	8,475	(3)	12/08/2019	Common Stock	8,475

Reporting Owners

Reporting Owner Name / Address	Relationships						
corporating of their statutory scalar con-	Director	10% Owner	Officer	Other			
Marsh John T. 1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105			President, Activewear				

Signatures

Richard D. Moss, Attorney-in-Fact 08/27/2014

**Signature of Reporting Person Date

Reporting Owners 2

Explanation of Responses:

- * 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).
- Represents a "net exercise" of outstanding stock options. These shares were withheld by Hanesbrands Inc. for payment of the exercise
- (1) price and applicable taxes, based on the market price of Hanesbrands Inc. common stock at the time of the option exercise on August 25, 2014 of \$103.28.
- (2) Options vested in three installments of 33% on December 6, 2011, 33% on December 6, 2012 and 34% on December 6, 2013.
- (3) Options vested in three installments of 33% on December 8, 2010, 33% on December 8, 2011 and 34% on December 8, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.