

Hanesbrands Inc.
Form 4
July 30, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MOSS RICHARD D

(Last) (First) (Middle)

1000 E. HANES MILL ROAD

(Street)

WINSTON-SALEM, NC 27105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Hanesbrands Inc. [HBI]

3. Date of Earliest Transaction
(Month/Day/Year)
07/28/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (D) or Price (A) | | |
| Common Stock | 07/28/2014 | | M | | 9,322 A \$ 24.33 | 83,351 | D |
| Common Stock | 07/28/2014 | | F | | 5,624 (1) D \$ 101.13 | 77,727 | D |
| Common Stock | 07/28/2014 | | M | | 4,129 A \$ 27.16 | 81,856 | D |
| Common Stock | 07/28/2014 | | F | | 2,552 (1) D \$ 101.13 | 79,304 | D |
| Common Stock | 07/28/2014 | | S | | 3,698 D \$ 101.3816 (2) | 75,606 | D |

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Common Stock 7,317 I By 401(k) plan

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

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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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 24.33 | 07/28/2014 | | M | 9,322 | 12/08/2010 ⁽³⁾ 12/08/2019 | Common Stock | 9,322 |
| Employee Stock Option (right to buy) | \$ 27.16 | 07/28/2014 | | M | 4,129 | 12/06/2011 ⁽⁴⁾ 12/06/2020 | Common Stock | 4,129 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MOSS RICHARD D 1000 E. HANES MILL ROAD WINSTON-SALEM, NC 27105 | | | Chief Financial Officer | |

Signatures

Joia M. Johnson, Attorney-in-Fact 07/30/2014

**Signature of Reporting Person Date

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 price and applicable taxes, based on the market price of Hanesbrands Inc. common stock at the time of the option exercise on July 28, 2014 of \$101.13.

(1) This transaction was executed in multiple trades at prices ranging from \$101.33 to \$101.45. 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.

(2) The options vest in three installments of 33% on December 8, 2010, 33% on December 8, 2011 and 34% on December 8, 2012.

(3) The options vest in three installments of 33% on December 6, 2011, 33% on December 6, 2012 and 34% on December 11, 2013.

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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