Hanesbrands Inc. Form 4 January 30, 2014

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number: January 31,

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

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

Expires: 2005 Estimated average burden hours per

Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

Marsh John T. Sy			r Name and		rading	g	5. Relationship of Reporting Person(s) to Issuer				
		Hanesb	Hanesbrands Inc. [HBI]				(Check all applicable)				
(Last)	(First) (M	Iiddle) 3. Date o	3. Date of Earliest Transaction								
1000 E 4 CE	`	(Month/Day/Year)					Director 10% Owner Specify Other (specify below) below)				
1000 EAST	OAD $01/28/2$	01/28/2014									
								President, Activewear			
	(Street)	4. If Am	If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
	Filed(Mo	lled(Month/Day/Year)				Applicable Line)					
WINSTON					_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	Zip) Tab									
(City)	(State)	Tab	le I - Non-D	erivative S	ecurit	ties Acc	quired, Disposed	of, or Beneficia	lly Owned		
1.Title of		Transaction Date 2A. Deemed 3. 4. Securities Acqui		-	5. Amount of	6. Ownership					
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transaction Code	on(A) or Disposed of			Securities Beneficially	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)		
(IIIsu. 3)		(Month/Day/Year)		(D) (Instr. 3, 4 and 5)		Owned					
		(· · · · · · · · · · · · · · · · · · ·	(,	(msu. 5, 1 and 5)			Following				
					(A)		Reported				
					or		Transaction(s) (Instr. 3 and 4)				
			Code V	Amount	(D)	Price	(IIIstr. 5 and 4)				
Common Stock	01/28/2014		A	10,266 (1)	A	\$0	70,067	D			
Common Stock							142	I	By 401(k) plan		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
									Amount		
									Amount		
						Date Expiration Exercisable Date	Expiration	or Title Nun	or Number		
							Date	ritte			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Director 10% Owner Other

Marsh John T. 1000 EAST HANES MILL ROAD

President. Activewear WINSTON SALEM, NC 27105

Signatures

Joia M. Johnson, 01/30/2014 attorney-in-fact

**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).
- Consists of the portion of the 2013 performance stock and cash award (PSCA) payable in stock. This portion of the 2013 PSCA will be settled on a one-for-one basis in shares of common stock upon vesting on December 4, 2015.

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.

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