

Oliver Kevin
Form 4
August 02, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 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 *
Oliver Kevin

(Last) (First) (Middle)
1000 EAST 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)
08/01/2012

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 Human Resources 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 (A) or (D) Price			
Common Stock	08/01/2012		M ⁽¹⁾	46,317 A \$ 22.37	84,225	D	
Common Stock	08/01/2012		S ⁽¹⁾	46,317 D \$ 32.9018	37,908	D	

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

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SEC 1474 (9-02)

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- This transaction was executed in multiple trades at prices ranging from \$32.90 to \$33.00. The price reported above reflects the weighted
- (2) 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.
 - (3) The options vest on September 26, 2006.
 - (4) The options vest in three installments of 33% on September 26, 2007, 33% on September 26, 2008, and 34% on September 26, 2009.
 - (5) The options vest in two installments of 50% on August 31, 2007 and August 31, 2008.

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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