Upchurch W Howard Jr Form 4 December 18, 2012

FORM 4

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

OMB Number: 3235-0287 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

OMB APPROVAL

Form 4 or 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).

Stock

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Upchurch W Howard Jr | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|---------------|-------------|--|---|--|--|--|
| 1 | | | Hanesbrands Inc. [HBI] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | |
| 1000 EAST | HANES MI | LL ROAD | (Month/Day/Year) 12/14/2012 | Director 10% Owner _X Officer (give title Other (specify below) President, Innerwear | | | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| WINSTON SALEM, NC 27105 | | | | Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Ac | quired, Disposed of, or Beneficially Owned | | | |
| 1 Title of | 2 Transaction | Dota 24 Dag | mod 2 1 Securities Acquired | 5 Amount of 6 Ownership 7 Neture | | | |

| | | ruoto ration por la rioquiro de posson or, or ponential, o inica | | | | | | | | |
|------------|---------------------|--|------------|--------------------------|------------------|--------------|--------------|--|--|--|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities Acquired | 5. Amount of | 6. Ownership | 7. Nature of | | | |
| Security | (Month/Day/Year) | Execution Date, if | Transactio | on(A) or Disposed of (D) | Securities | Form: Direct | Indirect | | | |
| (Instr. 3) | | any | Code | (Instr. 3, 4 and 5) | Beneficially | (D) or | Beneficial | | | |
| | | (Month/Day/Year) | (Instr. 8) | | Owned | Indirect (I) | Ownership | | | |
| | | | | | Following | (Instr. 4) | (Instr. 4) | | | |
| | | | | (4) | Reported | | | | | |
| | | | | (A) | Transaction(s) | | | | | |
| | | | C 1 W | or | (Instr. 3 and 4) | | | | | |
| | | | Code V | Amount (D) Price | | | | | | |
| Common | 12/14/2012 | | F | 926 (1) D \$ | 93 517 | D | | | | |

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

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 control number.

SEC 1474

(9-02)

35.65

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Title a | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------------|-----------------|------------|--------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration D | ate | Amount | of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day | Year) | Underlyi | ing | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Securitie | es | (Instr. 5) | Bene |
| | Derivative | | | | Securities | 3 | | (Instr. 3 | and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | ٨ | mount | | |
| | | | | | | | | 01 | | | |
| | | | | | | Date Exercisable | Expiration Date | | umber | | |
| | | | | | | | | of | | | |
| | | | | Code V | (A) (D) | | | | hares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Upchurch W Howard Jr 1000 EAST HANES MILL ROAD WINSTON SALEM, NC 27105

President, Innerwear

Signatures

Joia M. Johnson, Attorney 12/18/2012 in fact

**Signature of Reporting Person

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 shares of common stock withheld to pay taxes upon vesting of restricted stock units originally granted to the Reporting Person (1) on December 8, 2009. The number of shares withheld was determined on December 14, 2012 based on the closing price of Hanesbrands Inc. common stock on December 7, 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.

Reporting Owners 2