Hanesbrands Inc. Form 4 March 13, 2015

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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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

SECURITIES

burden hours per response... 0.5

See Instruction 1(b).

(C:tr.)

(Print or Type Responses)

| 1. Name and Address of Reporting Person * NOLL RICHARD A | | | 2. Issuer Name and Ticker or Trading Symbol Hanesbrands Inc. [HBI] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|--|--|----------|---|---|--|--|
| (Last) (First) (Middle) | | (Middle) | 3. Date of Earliest Transaction | (2 un apprio | | |
| | | | (Month/Day/Year) | X Director 10% Owner | | |
| 1000 EAST HANES MILL ROAD | | | 03/11/2015 | _X_ Officer (give title Other (specify below) CEO | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | |
| WINSTON-SALEM, NC 27105 | | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

| (City) | (State) | (Zip) Tab | le I - Non-I | Derivative S | ecurit | ies Acqui | red, 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) | 3. Transaction Code (Instr. 8) | 4. Securitie onor Dispose (Instr. 3, 4) | d of (Ľ |)) | 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 | 03/11/2015 | | M(1) | 529,928 | A | | 1,633,804 (2) | D | |
| Common Stock | 03/11/2015 | | F(3) | 307,168 | D | \$ 32 | 1,326,636 | D | |
| Common Stock | 03/12/2015 | | S(1) | 222,760 | D | \$ 32.34 (4) | 1,103,876 | D | |

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

(7:n)

(State)

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SEC 1474

(9-02)

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displays a currently valid OMB control number.

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) | onDeriv Secu Acqu Disp | 5. Number of Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|---|---|---|---|---|---------------------------------|--|---------------------|---|-----------------|----------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (right to buy) | \$ 6.28 (5) | 03/11/2015 | | M(1) | | 529,928 | <u>(6)</u> | 02/04/2018 | Common Stock | 529,92 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| NOLL RICHARD A 1000 EAST HANES MILL ROAD | X | | CEO | | | | |
| WINSTON-SALEM, NC 27105 | | | | | | | |

Signatures

Joia M. Johnson, attorney-in-fact 03/13/2015

**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).
- The option exercise and sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting (1) Person on November 20, 2014. For additional information, please refer to Item 9B of the Issuer's Annual Report on Form 10-K filed with the SEC on February 6, 2015.
- (2) On March 3, 2015, the common stock of Hanesbrands Inc. split 4-for-1, resulting in the Reporting Person's ownership of 827,907 additional shares of common stock.
- Represents a "net exercise" of outstanding stock options. These shares were withheld by Hanesbrands Inc. for payment of the exercise (3) price and applicable taxes, based on the market price of Hanesbrands Inc. common stock at the time of the option exercise on March 11, 2015 of \$32.00.
- This transaction was executed in multiple trades at prices ranging from \$32.13 to \$32.49. 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.

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- (5) This option was previously reported as covering 652,482 shares at an exercise price of \$25.10 per share, but was adjusted to reflect 4-for-1 stock split that occurred on March 3, 2015.
- (6) The option vests in three installments of 33% on February 4, 2009, 33% on February 4, 2010 and 34% on February 4, 2011.

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.