

Hanesbrands Inc.  
Form 4  
November 28, 2014

**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 \*  
**GRIFFIN BOBBY J**

(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)  
**11/25/2014**

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)

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	11/25/2014		M	11,792 A \$ 25.1	13,610	D	
Common Stock	11/25/2014		F	2,620 (1) D \$ 112.97	10,990	D	
Common Stock	11/25/2014		M	10,684 A \$ 25.1	21,674	D	
Common Stock	11/25/2014		F	2,374 (2) D \$ 112.975	19,300	D	
Common Stock	11/25/2014		S	17,482 D \$ 112.8428 (3)	1,818	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)

**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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 25.1	11/25/2014		M	11,792	<u>(4)</u> 02/04/2018	Common Stock	11,792
Stock Option (right to buy)	\$ 25.1	11/25/2014		M	10,684	<u>(5)</u> 02/05/2017	Common Stock	10,684

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRIFFIN BOBBY J 1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105	X			

## Signatures

Joia M. Johnson, Attorney-in-fact 11/28/2014

\_\_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).
- (1) Represents a "net exercise" of outstanding stock options. These shares were withheld by Hanesbrands Inc. for payment of the exercise price, based on the market price of Hanesbrands Inc. common stock at the time of the option exercise on November 25, 2014 of \$112.97.

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- (2) Represents a "net exercise" of outstanding stock options. These shares were withheld by Hanesbrands Inc. for payment of the exercise price, based on the market price of Hanesbrands Inc. common stock at the time of the option exercise on November 25, 2014 of \$112.975. This transaction was executed in multiple trades at prices ranging from \$112.62 to \$113.00. The price reported above reflects the
- (3) 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.
- (4) The options vest in four equal installments on May 4, 2008, August 4, 2008, November 4, 2008 and February 4, 2009.
- (5) The options vest in four equal installments on May 5, 2007, August 5, 2007, November 5, 2007 and February 5, 2008.

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.