### Edgar Filing: Oliver Kevin - Form 4

Oliver Kevi	n											
Form 4 December 1	7 2012											
	ЛЛ									OMB AP	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549										OMB Number:	3235-0287	
Check this box										Expires:	January 31, 2005	
subject to STATEMENT OF Section 16. Form 4 or			F CHANGES IN BENEFICIAL OWN SECURITIES Section 16(a) of the Securities Exchange							Estimated average burden hours per response (		
obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17	(a) of the l	Public U	Itility F	Iol		npan	y Act of	1935 or Section			
(Print or Type	Responses)											
Oliver Kevin Syr			Symbol			<b>d</b> Ticker or 2. [HBI]	Tradi	0	5. Relationship of Reporting Person(s) to Issuer			
									(Check all applicable)			
(Mont				Date of Earliest Transaction onth/Day/Year) /13/2012					Director 10% Owner X Officer (give title Other (specify below) below) Chief Human Resources Officer			
WINSTON	(Street) -SALEM, NC 27	105	4. If Am Filed(Mo			ate Origina <sup>nr)</sup>	1		6. Individual or Joi Applicable Line) _X_ Form filed by Ou Form filed by Mo	ne Reporting Per	son	
									Person			
(City)	(State)	(Zip)	Tab	le I - No	<b>)n-</b> ]	Derivative	Secur	rities Acqu	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				D)	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					V	Amount 1,562	(D)	Price				
Stock	12/13/2012			F		<u>(1)</u>	D	\$ 36.2	59,403	D		
Common Stock	12/13/2012			F		2,604 (2)	D	\$ 36.2	56,799	D		
Common Stock	12/13/2012			М		24,185	A	\$ 22.37	80,984	D		
Common Stock	12/13/2012			S		31,748	D	\$ 35.3241 (3)	49,236	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.

# 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. Transacti Code (Instr. 8)	TransactiorDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 22.37	12/13/2012		М		24,185	<u>(4)</u>	09/26/2016	Common Stock	24,185

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Oliver Kevin 1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105			Chief Human Resources Officer				
Signatures							

Joia M. Johnson, Attorney 12/17/2012 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).

Represents shares of common stock withheld to pay taxes upon vesting of restricted stock units originally granted to the Reporting Person(1) on December 6, 2010. The number of shares withheld was determined on December 13, 2012 based on the closing price of Hanesbrands Inc. common stock on December 6, 2012.

- Represents shares of common stock withheld to pay taxes upon vesting of restricted stock units originally granted to the Reporting Person (2) on December 6, 2011. The number of shares withheld was determined on December 13, 2012 based on the closing price of Hanesbrands
- Inc. common stock on December 6, 2012.

(3)

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The transaction was executed in multiple trades at prices ranging from \$35.25 to \$35.48. 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.

(4) The options vest in two installments of 50% on August 31, 2007 and 50% on 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. 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.