Hanesbrands Inc. Form 4/A December 11, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

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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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading **NOLL RICHARD A** Symbol Hanesbrands Inc. [HBI] (Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

1000 EAST HANES MILL ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

12/10/2014

12/04/2014

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

_X__ Director 10% Owner X_ Officer (give title _ Other (specify below) below) **CEO**

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

WINSTON-SALEM, NC 27105

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities 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. Transactic Code (Instr. 8)	4. Securit order Dispose (Instr. 3, 4)	ed of (` ′	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	12/08/2014		S(1)	23,323	D D	\$ 110.38	497,644	D	
Common Stock	12/08/2014		S <u>(1)</u>	17,671	D	\$ 111.81 (<u>3</u>)	479,973	D	
Common Stock	12/08/2014		S <u>(1)</u>	4,006	D	\$ 112.23 (4)	475,967	D	
Common Stock	12/04/2014		D	24,129	D	<u>(5)</u>	451,838	D	

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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 orDerivative 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. F Der Sec (Ins	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Phantom Stock (6)	<u>(7)</u>	12/04/2014		A	24,129	(8)	(8)	Common Stock	24,129	\$	

Reporting Owners

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

Signatures

Joia M. Johnson, attorney-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).
- The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 4, (1) 2014. For additional information, please refer to Item 5 of the Issuer's Quarterly Report on Form 10-Q filed with the SEC on October 30, 2014.
- This transaction was executed in multiple trades at prices ranging from \$110.14 to \$111.08. 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.
- This transaction was executed in multiple trades at prices ranging from \$111.17 to \$112.16. 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.

Reporting Owners 2

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- This transaction was executed in multiple trades at prices ranging from \$112.17 to \$112.49. The price reported 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.
- Represents a deferral by the Reporting Person of 24,129 shares of Hanesbrands Inc. common stock upon the vesting of restricted stock units granted to the Reporting Person on December 4, 2012. The amount deferred was contributed to a stock equivalent account (the "HBI Stock Fund") in the Hanesbrands Inc. Executive Deferred Compensation Plan (the "Plan").
- (6) Represents an HBI Stock Fund balance under the Plan. Balances in the HBI Stock Fund may not be reallocated and are settled on a share-for-share basis of Hanesbrands Inc. common stock.
- (**7**) 1-for-1
- Balances in the HBI Stock Fund are settled on a share-for-share basis in Hanesbrands Inc. common stock at the time specified by the Reporting Person at the time of the Reporting Person's deferral election, which in no case shall be prior to the January 1 following the first anniversary of the date the deferral election is made.

Remarks:

This amendment reflects a deferral by the Reporting Person of 24,129 shares of Hanesbrands Inc. common stock upon the vest 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.