

Hanesbrands Inc.
Form 4/A
December 11, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
NOLL RICHARD A

(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)
12/04/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
12/10/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

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	12/08/2014		S ⁽¹⁾		23,323	D	\$ 110.38 (2)
Common Stock	12/08/2014		S ⁽¹⁾		17,671	D	\$ 111.81 (3)
Common Stock	12/08/2014		S ⁽¹⁾		4,006	D	\$ 112.23 (4)
Common Stock	12/04/2014		D		24,129	D	\$ 451,838 (5)

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- (4) 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.
- (5) 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
- (8) 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 vesting of restricted stock units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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