Faircloth Michael E. Form 4 May 06, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB agas

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OMB APPROVAL

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obligations

may continue.

See Instruction

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

1(b).

(C:t-)

(Print or Type Responses)

(Ctata)

(7:n)

1. Name and Add Faircloth Mic		ng Person *	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)	3. Date of Earliest Transaction	(Check all applicable)		
1000 EAST HANES MILL ROAD		L ROAD	(Month/Day/Year) 05/02/2013	Director 10% OwnerX Officer (give title Other (specify below) Pres., Chief Global Ops Offcr		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		
WINSTON SALEM, NC 27105				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	Zip) Table	e I - Non-D	erivative (Secur	ities Acqu	iired, 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. Transactio Code (Instr. 8)	4. Securion(A) or Di (Instr. 3,	spose	d of (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 Stock	05/02/2013		Code V M	Amount 5,679	(D)	Price \$ 24.33	57,399	D	
Common Stock	05/02/2013		M	2,972	A	\$ 27.16	60,371	D	
Common Stock	05/02/2013		F	5,845 (1)	D	\$ 49.3	54,526	D	

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

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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)	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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 24.33	05/02/2013		M	5,679	<u>(2)</u>	12/08/2019	Common Stock	5,679
Employee Stock Option (right to buy)	\$ 27.16	05/02/2013		M	2,972	(3)	12/06/2020	Common Stock	2,972

Reporting Owners

Reporting Owner Name / Address			Keiauonsnips	
	ъ.	1000	0.00	0.1

Director 10% Owner Officer Other

Faircloth Michael E.

1000 EAST HANES MILL ROAD WINSTON SALEM, NC 27105 Pres., Chief Global Ops Offcr

Signatures

Joia M. Johnson, Attorney in fact

05/06/2013

**Signature of Reporting Person

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 and applicable taxes, using the closing price of Hanesbrands Inc. common stock on May 2, 2013 of \$49.30.
- (2) The options vest in three installments of 33% on December 8, 2010, 33% on December 8, 2011, and 34% on December 8, 2012.

Reporting Owners 2

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The options vest in three installments of 33% on December 6, 2011, 33% on December 6, 2012, and 34% on December 6, 2013. A total (3) of 4,505 options were originally granted, of which 2,972 vested options have since been exercised for shares, resulting in a remaining balance of 1,533 options.

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