

Hanesbrands Inc.
Form 4
November 28, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
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	\$ (3) 112.8428 1,818	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 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.

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