Hanesbrands Inc. Form 4 December 12, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * SCHINDLER ANDREW J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Hanesbrands Inc. [HBI]

3. Date of Earliest Transaction

(Check all applicable)

1000 EAST HANES MILL ROAD

(Street)

(First)

(Month/Day/Year) 12/10/2014

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

(Middle)

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

(Month/Day/Year)

Form filed by More than One Reporting Person

WINSTON-SALEM, NC 27105

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(State)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Owned Ownership Following (Instr. 4) (Instr. 4)

D

Reported (A) Transaction(s) or (Instr. 3 and 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Code V Amount (D) Price

Common 12/10/2014 Stock

D 1,818 D 1,141 <u>(1)</u>

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities Deriv	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (2)	<u>(3)</u>	12/10/2014	A	1,818	<u>(4)</u>	<u>(4)</u>	Common Stock	1,818	<u>(1</u>

Reporting Owners

Reporting Owner Name / Address	Relationships					
.1	Director	10% Owner	Officer	Other		
SCHINDLER ANDREW J 1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105	X					

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).
- Represents a deferral by the Reporting Person of 1,818 shares of Hanesbrands Inc. common stock upon the vesting of restricted stock (1) units granted to the Reporting Person on December 10, 2013. The amount deferred was deemed to be invested in a stock equivalent account (the "HBI Stock Fund") in the Hanesbrands Inc. Non-Employee Director Deferred Compensation Plan (the "Plan").
- (2) 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 in shares of Hanesbrands Inc. common stock.
- (**3**) 1-for-1
 - Balances in the HBI Stock Fund are settled on a share-for-share basis in shares of Hanesbrands Inc. common stock (i) with respect to deferrals prior to January 1, 2008, at the time specified by the Reporting Person at the time of the Reporting Person's deferral election,
- (4) which in no case shall be prior to the January 1 following the first anniversary of the date the deferral election is made and (ii) with respect to deferrals on or after January 1, 2008, on the earlier of the fifth anniversary of the date of the deferral or the Reporting Person's separation from service as a member of the Hanesbrands Inc. board of directors.
- (5) Includes acquisitions of 142.375, 123.765, 100.513 and 96.249 phantom stock units acquired through deemed dividend reinvestment on March 11, 2014, June 3, 2014, September 3, 2014 and December 9, 2014, respectively.

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.

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