ZIEGLER ANN ELIZABETH

Form 4

December 08, 2011

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

SECURITIES

OMB APPROVAL OMB

Washington, D.C. 20549 Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires: 2005

0.5

subject to Section 16. Form 4 or Form 5

obligations

Estimated average burden hours per

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

response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ZIEGLER ANN ELIZABETH

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

Hanesbrands Inc. [HBI]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

_X__ Director 10% Owner _ Other (specify Officer (give title

1000 EAST HANES MILL ROAD

(Street)

(Stata)

12/06/2011

below)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

Person

WINSTON SALEM, NC 27105

(City)	(State) (2	Table	I - Non-De	erivative S	ecuri	ties Aco	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transactio Code	4. SecurionAcquired Disposed	(A) o		5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
		(Month/Day/Year)	(Instr. 8) Code V	(Instr. 3, Amount	(A) or (D)	5) Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	12/06/2011		A	5,128 (1)	A	\$ 0	14,216	D	
Common Stock	12/06/2011		D	4,050 (2)	D	<u>(2)</u>	10,166	D	
Common Stock							1,900	I	By trust (3)
Common Stock							350	I	By Minor child

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		Derivative Expiration Date curities (Month/Day/Year) equired () or sposed of ()		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (4)	<u>(5)</u>	12/06/2011		A	4,050	<u>(6)</u>	<u>(6)</u>	Common Stock	4,050	\$ 23.

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
ZIEGLER ANN ELIZABETH 1000 EAST HANES MILL ROAD WINSTON SALEM, NC 27105	X						

Signatures

Joia M. Johnson, attorney in fact 12/08/2011

**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) Consists of restricted stock units that upon vesting on the first anniversary of the grant date are settled on a one-for-one basis in shares of common stock.
- Represents a deferral by the Reporting Person of 4,050 shares of Hanesbrands Inc. common stock upon the vesting of restricted stock units granted to the Reporting Person on December 6, 2010. The amount deferred was contributed to a Stock Equivalent Account balance under the Hanesbrands Inc. Non-Employee Director Deferred Compensation Plan (the "Plan") as determined by reference to the closing market quote for Hanesbrands Inc. common stock on December 6, 2011.
- (3) The shares are owned by an irrevocable trust of which the Reporting Person is the sole trustee and beneficiary.
- (4) Represents a Stock Equivalent Account balance under the Plan. Balances in the Stock Equivalent Account may not be reallocated and are settled on a share-for-share basis of Hanesbrands Inc. common stock.

(5) 1-for-1

Reporting Owners 2

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Balances in the Stock Equivalent Account are settled on a share-for-share basis 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,

(6) 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.

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.