Hanesbrands Inc. Form 4 December 09, 2014

FORM 4

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

OMB APPROVAL

Number: 3235-0287

Synings: January 31,

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0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 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).

Stock

(Print or Type Responses)

| 1. Name and Ad MOSS RICH | Symbol | Issuer Name and Ticker or Trading Symbol Hanesbrands Inc. [HBI] | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|--------------------------------------|--|---|---------------------------------|---|------------------------------|---|--|--|---|--|--|
| (Last) | (First) (M | | 3. Date of Earliest Transaction | | | | (Check all applicable) | | | | |
| (Last) | (1131) (14 | , , , , , , , , , | (Month/Day/Year) | | | | | 109 | % Owner | | |
| 1000 E. HAN | | 12/06/2014 | | | | Director 10% Owner _X Officer (give title Other (specify below) Chief Financial Officer | | | | | |
| | (Street) | 4. If Ame | 4. If Amendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | | |
| WINSTON- | SALEM, NC 271 | ` | nth/Day/Year) |) | | | Applicable Line) _X_ Form filed by Form filed by Person | One Reporting P More than One R | | | |
| (City) | (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | lly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code | 4. Securi onAcquirec Disposec (Instr. 3, | d (A) od of (D) 4 and (A) or |)) | 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 | 12/06/2014 | | D | 8,174 | D | <u>(1)</u> | 67,432 | D | | | |
| Common | | | | | | | 7,295 | I | By 401(k) | | |

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

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(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. Transactic Code (Instr. 8) | ransaction Derivative dode Securities | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Pric Deriva Securi (Instr. |
|---|---|---|---|--|---------------------------------------|--|--|--------------------|---|--|--|
| | | | | Code V | (A) (I | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock (2) | <u>(3)</u> | 12/06/2014 | | A | 8,174 | | <u>(4)</u> | <u>(4)</u> | Common Stock | 8,174 | <u>(1</u> |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MOSS RICHARD D 1000 E. HANES MILL ROAD WINSTON-SALEM, NC 27105

Chief Financial Officer

Signatures

Joia M. Johnson, attorney-in-fact

12/09/2014

**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).
- Represents a deferral by the Reporting Person of 8,174 shares of Hanesbrands Inc. common stock upon the vesting of restricted stock units granted to the Reporting Person on December 6, 2011. The amount deferred was contributed to a stock equivalent account (the "HBI Stock Fund") in the Hanesbrands Inc. Executive Deferred Compensation Plan (the "Plan").
- (2) Represents an HBI Stock Fund balance in the Plan. Balances in the HBI Stock Fund are settled on a share-for-share basis in Hanesbrands Inc. common stock.
- (**3**) 1-for-1
- 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.
- Includes acquisitions of 65.243, 56.715 and 46.060 phantom stock units acquired through deemed dividend reinvestment on March 11, 2014, June 3, 2014 and September 3, 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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