

Hanesbrands Inc.
Form 4
September 18, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Upchurch W Howard Jr

(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)
09/16/2015

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)
Group President, IW Americas

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)
			Code	V	Amount or Price		
Common Stock	09/16/2015		M		121,952 A \$ 5.6	595,794	D
Common Stock	09/16/2015		F ⁽¹⁾		70,018 D \$ 30.15 ⁽¹⁾	525,776	D
Common Stock	09/16/2015		M		121,952 A \$ 5.6	647,728	D
Common Stock	09/16/2015		F ⁽²⁾		69,360 D \$ 30.16 ⁽²⁾	578,368	D
Common Stock	09/16/2015		M		55,492 A \$ 5.6	633,860	D

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Common Stock	09/16/2015	F ⁽³⁾	31,868	D	\$ 30.11 ⁽³⁾	601,992	D
Common Stock	09/16/2015	M	91,036	A	\$ 5.6	693,028	D
Common Stock	09/16/2015	F ⁽⁴⁾	52,278	D	\$ 30.115 ⁽⁴⁾	640,750	D
Common Stock	09/16/2015	S	166,906	D	\$ 30.06 ⁽⁵⁾	473,844	D

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 5.6 ⁽⁶⁾	09/16/2015		M	121,952	⁽⁷⁾	09/26/2016	Common Stock	121,952 ⁽⁶⁾
Employee Stock Option (right to buy)	\$ 5.6 ⁽⁶⁾	09/16/2015		M	121,952	⁽⁸⁾	09/26/2016	Common Stock	121,952 ⁽⁶⁾
Employee Stock Option (right to buy)	\$ 5.6 ⁽⁹⁾	09/16/2015		M	55,492	⁽¹⁰⁾	09/26/2016	Common Stock	55,492 ⁽⁹⁾
Employee Stock Option (right to buy)	\$ 5.6 ⁽¹¹⁾	09/16/2015		M	91,036	⁽¹²⁾	09/26/2016	Common Stock	91,036 ⁽¹¹⁾

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Upchurch W Howard Jr 1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105			Group President, IW Americas	

Signatures

Joia M. Johnson,
attorney-in-fact

09/18/2015

__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 and applicable taxes, based on the market price of Hanesbrands Inc. common stock at the time of the option exercise on September 16, 2015 of \$30.15.
- (2) Represents a "net exercise" of outstanding stock options. These shares were withheld by Hanesbrands Inc. for payment of the exercise price and applicable taxes, based on the market price of Hanesbrands Inc. common stock at the time of the option exercise on September 16, 2015 of \$30.16.
- (3) Represents a "net exercise" of outstanding stock options. These shares were withheld by Hanesbrands Inc. for payment of the exercise price and applicable taxes, based on the market price of Hanesbrands Inc. common stock at the time of the option exercise on September 16, 2015 of \$30.11.
- (4) Represents a "net exercise" of outstanding stock options. These shares were withheld by Hanesbrands Inc. for payment of the exercise price and applicable taxes, based on the market price of Hanesbrands Inc. common stock at the time of the option exercise on September 16, 2015 of \$30.115.
- (5) This transaction was executed in multiple trades at prices ranging from \$29.965 to \$30.19. The price reported above reflects the 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.
- (6) This option was previously reported as covering 30,488 shares at an exercise price of \$22.37 per share, but was adjusted to reflect a 4-for-1 stock split that occurred on March 3, 2015.
- (7) The options vest in three installments of 33% on September 26, 2007, 33% on September 26, 2008 and 34% on September 26, 2009.
- (8) The options vested in three installments of 33% on September 26, 2007, 33% on September 26, 2008 and 34% on September 26, 2009.
- (9) This option was previously reported as covering 13,873 shares at an exercise price of \$22.37 per share, but was adjusted to reflect a 4-for-1 stock split that occurred on March 3, 2015.
- (10) The options were immediately exercisable upon grant on September 26, 2006.
- (11) This option was previously reported as covering 22,759 shares at an exercise price of \$22.37 per share, but was adjusted to reflect a 4-for-1 stock split that occurred on March 3, 2015.
- (12) The options vest in two equal annual installments on August 31, 2007 and August 31, 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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