

NOLL RICHARD A
 Form 4
 May 03, 2013

FORM 4

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

OMB APPROVAL

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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 *
NOLL RICHARD A

(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)
05/01/2013

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)
Chairman and CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 05/01/2013 | | M | | 558,247 | A | \$ 22.37 |
| Common Stock | 05/01/2013 | | M | | 445,161 | A | \$ 25.1 |
| Common Stock | 05/01/2013 | | F | | 730,495 (1) | D | \$ 49.39 |
| | | | | | | | 1,068,759 |
| | | | | | | | 1,513,920 |
| | | | | | | | 783,425 |

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

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number.

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|----------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (right to buy) | \$ 22.37 | 05/01/2013 | | M | | 162,602 | (2) | 09/26/2016 | Common Stock | 162,602 |
| Employee Stock Option (right to buy) | \$ 22.37 | 05/01/2013 | | M | | 203,252 | (2) | 09/26/2016 | Common Stock | 203,252 |
| Employee Stock Option (right to buy) | \$ 22.37 | 05/01/2013 | | M | | 71,011 | (3) | 09/26/2016 | Common Stock | 71,011 |
| Employee Stock Option (right to buy) | \$ 22.37 | 05/01/2013 | | M | | 121,382 | (4) | 09/26/2016 | Common Stock | 121,382 |
| Employee Stock Option (right to buy) | \$ 25.1 | 05/01/2013 | | M | | 445,161 | (5) | 02/05/2017 | Common Stock | 445,161 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NOLL RICHARD A 1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105 | X | | Chairman and CEO | |

Signatures

Richard D. Moss, Attorney
in fact

05/03/2013

__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, using the closing price of Hanesbrands Inc. common stock on May 1, 2013 of \$49.39.
- (2) The options vest in three installments of 33% on September 26, 2007, 33% on September 26, 2008 and 34% on September 26, 2009.
- (3) The options were immediately exercisable upon grant on September 26, 2006.
- (4) The options vest in two installments of 50% on August 31, 2007 and 50% on August 31, 2008.
- (5) The options vest in three installments of 33% on February 5, 2008, 34% on February 5, 2009 and 33% on February 5, 2010.

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.