

Upchurch W Howard Jr  
 Form 3  
 January 06, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Upchurch W Howard Jr                      |         | (Month/Day/Year)                     | Hanesbrands Inc. [HBI]   |  |
| (Last)                                    | (First) | (Middle)                             | 01/01/2012   |  |
| 1000 EAST HANES MILL ROAD                 |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| WINSTON SALEM, NC 27106                   |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | President, Innerwear & Hosiery   | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 68,376  | D  |   |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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|                                      | Date Exercisable | Expiration Date | Amount or Number of Shares   | or Indirect (I) (Instr. 5) |
|--------------------------------------|------------------|-----------------|------------------------------|----------------------------|
| Employee Stock Option (right to buy) | Â (1)            | 09/26/2016      | Common Stock 30,488 \$ 22.37 | D Â                        |
| Employee Stock Option (right to buy) | Â (1)            | 09/26/2016      | Common Stock 30,488 \$ 22.37 | D Â                        |
| Employee Stock Option (right to buy) | Â (2)            | 09/26/2016      | Common Stock 13,873 \$ 22.37 | D Â                        |
| Employee Stock Option (right to buy) | Â (3)            | 09/26/2016      | Common Stock 22,759 \$ 22.37 | D Â                        |
| Employee Stock Option (right to buy) | Â (4)            | 02/05/2017      | Common Stock 29,032 \$ 25.1  | D Â                        |
| Employee Stock Option (right to buy) | Â (5)            | 02/04/2018      | Common Stock 35,106 \$ 25.1  | D Â                        |
| Employee Stock Option (right to buy) | Â (6)            | 12/09/2018      | Common Stock 46,364 \$ 14.28 | D Â                        |
| Employee Stock Option (right to buy) | Â (7)            | 12/08/2019      | Common Stock 17,288 \$ 24.33 | D Â                        |
| Employee Stock Option (right to buy) | Â (8)            | 12/06/2020      | Common Stock 9,009 \$ 27.16  | D Â                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                  |       |
|--|---------------|-----------|----------------------------------|-------|
|  | Director      | 10% Owner | Officer                          | Other |
| Upchurch W Howard Jr<br>1000 EAST HANES MILL ROAD<br>WINSTON SALEM, NC 27106 | Â             | Â         | Â President, Innerwear & Hosiery | Â     |

## Signatures

Joia M. Johnson,  
Attorney-in-Fact

01/06/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) The options vest in three installments of 33% on September 26, 2007, 33% on September 26, 2008 and 34% on September 26, 2009.
- (2) The options were immediately exercisable upon grant on September 26, 2006.
- (3) The options vest in two equal annual installments on August 31, 2007 and August 31, 2008.
- (4) The options vest in three installments of 33% on February 5, 2008, 34% on February 5, 2009 and 33% on February 5, 2010.
- (5) The options vest in three installments of 33% on February 4, 2009, 33% on February 4, 2010 and 34% on February 4, 2011.

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- (6) The options vest in three installments of 33% on December 9, 2009, 33% on December 9, 2010, and 34% on December 9, 2011.
- (7) The options vest in three installments of 33% on December 8, 2010, 33% on December 8, 2011, and 34% on December 8, 2012.
- (8) The options vest in three installments of 33% on December 6, 2011, 33% on December 6, 2012, and 34% on December 6, 2013.

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.