

Faircloth Michael E.  
Form 4  
May 06, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Faircloth Michael E.

(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)  
05/02/2013

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)  
Pres., Chief Global Ops Officer

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)
				(A) or (D)	Price		
Common Stock	05/02/2013		M	5,679	A \$ 24.33	57,399	D
Common Stock	05/02/2013		M	2,972	A \$ 27.16	60,371	D
Common Stock	05/02/2013		F	5,845 (1)	D \$ 49.3	54,526	D

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

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SEC 1474 (9-02)

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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 24.33	05/02/2013		M	5,679	<sup>(2)</sup> 12/08/2019	Common Stock	5,679
Employee Stock Option (right to buy)	\$ 27.16	05/02/2013		M	2,972	<sup>(3)</sup> 12/06/2020	Common Stock	2,972

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Faircloth Michael E.  
1000 EAST HANES MILL ROAD  
WINSTON SALEM, NC 27105

Pres., Chief Global Ops Officer

## Signatures

Joia M. Johnson, Attorney  
in fact

05/06/2013

\*\*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 2, 2013 of \$49.30.
- (2) The options vest in three installments of 33% on December 8, 2010, 33% on December 8, 2011, and 34% on December 8, 2012.

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The options vest in three installments of 33% on December 6, 2011, 33% on December 6, 2012, and 34% on December 6, 2013. A total (3) of 4,505 options were originally granted, of which 2,972 vested options have since been exercised for shares, resulting in a remaining balance of 1,533 options.

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.