

Oliver Kevin
 Form 4
 December 17, 2012

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 *
 Oliver Kevin

2. Issuer Name and Ticker or Trading Symbol
 Hanesbrands Inc. [HBI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1000 EAST HANES MILL ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/13/2012

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Chief Human Resources Officer

WINSTON-SALEM, NC 27105

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	12/13/2012		F		1,562 (1)	D	\$ 36.2 59,403
Common Stock	12/13/2012		F		2,604 (2)	D	\$ 36.2 56,799
Common Stock	12/13/2012		M		24,185	A	\$ 22.37 80,984
Common Stock	12/13/2012		S		31,748	D	\$ 35.3241 49,236 (3)

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

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The transaction was executed in multiple trades at prices ranging from \$35.25 to \$35.48. 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.

(4) The options vest in two installments of 50% on August 31, 2007 and 50% on 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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