

Hanesbrands Inc.
Form 4
November 05, 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 *
Marsh John T.

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)
11/03/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Group President, Activewear

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/03/2015		M		38,348	A	\$ 3.57
							196,844
Common Stock	11/03/2015		F(1)		20,460	D	\$ 33.03
							176,384
Common Stock	11/03/2015		S		17,888	D	\$ 33.03
							158,496
Common Stock							568
							104,679
						I	By 401(k) plan

Common
Stock

Shares
Owned by
Trust

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)	
					Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					Code	V (A) (D)		
Employee Stock Option (right to buy)	\$ 3.57	11/03/2015		M	38,348	<u>(3)</u> 12/09/2018	Common Stock	38,348

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Marsh John T.
1000 EAST HANES MILL ROAD
WINSTON-SALEM, NC 27105

Group President, Activewear

Signatures

Joia M. Johnson,
attorney-in-fact

11/05/2015

**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 November

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3, 2015 of \$33.03.

(2) This transaction was executed in multiple trades at prices ranging from \$33.02 to \$33.035. 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.

(3) The options vest in three installments of 33% on December 9, 2009, 33% on December 9, 2010 and 34% on December 9, 2011.

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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