

Hanesbrands Inc.  
Form 4  
August 06, 2013

**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 \*  
Nictakis William J

(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)  
08/02/2013

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)  
CCO Intl Bus Global Retailer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 08/02/2013                           |  | M                              |   | 120,000   | A  | \$ 29.35 323,855                                      |
| Common Stock                    | 08/02/2013                           |  | M                              |   | 40,678  | A  | \$ 24.33 364,533                                      |
| Common Stock                    | 08/02/2013                           |  | M                              |   | 13,002  | A  | \$ 27.16 377,535                                      |
| Common Stock                    | 08/02/2013                           |  | F                              |   | 122,858<br>(1)  | D  | \$ 63.98 254,677                                      |
| Common Stock                    | 08/05/2013                           |  | S                              |   | 50,822  | D  | \$ 63.5701 203,855<br>(2)                             |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Employee Stock Option (right to buy)       | \$ 29.35   | 08/02/2013                           |  | M                              | 120,000   | <sup>(3)</sup> 12/11/2017                                | Common Stock 120,000  |
| Employee Stock Option (right to buy)       | \$ 24.33   | 08/02/2013                           |  | M                              | 40,678  | <sup>(4)</sup> 12/08/2019                                | Common Stock 40,678   |
| Employee Stock Option (right to buy)       | \$ 27.16   | 08/02/2013                           |  | M                              | 13,002  | <sup>(5)</sup> 12/06/2020                                | Common Stock 13,002   |

### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                    |       |
|--|---------------|-----------|------------------------------------|-------|
|  | Director      | 10% Owner | Officer                            | Other |
| Nictakis William J<br>1000 EAST HANES MILL ROAD<br>WINSTON-SALEM, NC 27105 |               |           | CCO Intl<br>Bus Global<br>Retailer |       |

### Signatures

Joia M. Johnson, Attorney in fact 08/06/2013

\*\*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 paid and applicable taxes, using the execution price of Hanesbrands Inc. common stock on August 2, 2013 of \$63.98.

(2) The transaction was executed in multiple trades at prices ranging from \$63.47 to \$63.69. 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 11, 2008, 33% on December 11, 2009 and 34% on December 11, 2010.

(4) The options vest in three installments of 33% on December 8, 2010, 33% on December 8, 2011, and 34% on December 8, 2012.

(5) 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.

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