

Hanesbrands Inc.  
Form 4  
December 12, 2014

**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 \*  
Mathews Jessica Tuchman

(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)  
12/10/2014

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)

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) |                              |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------------------------|
| Common Stock                    | 12/10/2014                           |  | D                              | 1,818   | D   | 32,268   | D                                 |                              |
| Common Stock                    |                                      |  |                                |   |   | 300  | I                                 | Through trust <sup>(2)</sup> |
| Common Stock                    |                                      |  |                                |   |   | 300  | I                                 | Through trust <sup>(3)</sup> |
| Common Stock                    |                                      |  |                                |   |   | 3,000  | I                                 | By spouse                    |

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

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**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. Price of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Phantom Stock <sup>(4)</sup>               | <u>(5)</u>   | 12/10/2014                           |  | A                              | 1,818   | <u>(6)</u> <u>(6)</u>                                    | Common Stock  | 1,818  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Mathews Jessica Tuchman<br>1000 EAST HANES MILL ROAD<br>WINSTON-SALEM, NC 27105 | X             |           |         |       |

## Signatures

Joia M. Johnson,  
attorney-in-fact      12/12/2014

         \*\*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).

Represents a deferral by the Reporting Person of 1,818 shares of Hanesbrands Inc. common stock upon the vesting of restricted stock units granted to the Reporting Person on December 10, 2013. The amount deferred was deemed to be invested in a stock equivalent account (the "HBI Stock Fund") in the Hanesbrands Inc. Non-Employee Director Deferred Compensation Plan (the "Plan").

(1) The reporting person is trustee of the Mathews Children's Trust DTD 7/24/1997 FBO Oliver M. Tuchman Mathews, of which her son is the beneficiary. The reporting person disclaims beneficial ownership of the securities held by the trust except to the extent of her pecuniary interest therein.

(2) The reporting person is trustee of the Mathews Children's Trust DTD 7/24/1997 FBO Jordan Henry M. Mathews, of which her son is the beneficiary. The reporting person disclaims beneficial ownership of the securities held by the trust except to the extent of her pecuniary interest therein.

(3) Represents an HBI Stock Fund balance under the Plan. Balances in the HBI Stock Fund may not be reallocated and are settled on a share-for-share basis in shares of Hanesbrands Inc. common stock.

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(5) 1-for-1

Balances in the HBI Stock Fund are settled on a share-for-share basis in shares of Hanesbrands Inc. common stock (i) with respect to deferrals prior to January 1, 2008, at the time specified by the Reporting Person at the time of the Reporting Person's deferral election,

(6) which in no case shall be prior to the January 1 following the first anniversary of the date the deferral election is made and (ii) with respect to deferrals on or after January 1, 2008, on the earlier of the fifth anniversary of the date of the deferral or the Reporting Person's separation from service as a member of the Hanesbrands Inc. board of directors.

(7) Includes acquisitions of 15.646, 14.701, 12.631 and 12.7 phantom stock units acquired through deemed dividend reinvestment on March 11, 2014, June 3, 2014, September 3, 2014 and December 9, 2014, respectively.

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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