ZIEGLER ANN ELIZABETH

Form 4

December 10, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

information contained in this form are not

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Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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

See Instruction 30(n) of the Investment Compa

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ZIEGLER ANN ELIZABETH			Issuer Name and Ticker or Trading Symbol Hanesbrands Inc. [HBI]				ng	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			(Check all applicable)					
1000 EAST HANES MILL ROAD			(Month/Day/Year) 12/06/2012					X Director 10% Owner Officer (give title below) Other (specification)			
WINSTON				If Amendment, Date Original led(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
WINSTON	SALEM, NC							Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative (Secur	ities Ac	quired, Disposed	of, or Benefici	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Yo	ear) Execution	emed on Date, if /Day/Year)	3. Transaction Code (Instr. 8)	Disposed (Instr. 3,	l (A) o l of (E))	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)	
Common Stock	12/06/2012			D	5,128 (1)	D	<u>(1)</u>	8,381	D		
Common Stock								1,900	I	By trust (2)	
Common Stock								350	I	By child living in household	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474											

(9-02)

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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. Transacti 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. Pric Deriva Securi (Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (3)	<u>(4)</u>	12/06/2012		A	5,128 (1)		(5)	<u>(5)</u>	Common Stock	5,128	<u>(1</u>

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Namess	Director	10% Owner	Officer	Other			
ZIEGLER ANN ELIZABETH 1000 EAST HANES MILL ROAD WINSTON SALEM, NC 27105	X						

Signatures

Joia M. Johnson, attorney in fact 12/10/2012

**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 5,128 shares of Hanesbrands Inc. common stock upon the vesting of restricted stock units granted to the Reporting Person on December 6, 2011. The amount deferred was contributed to a Stock Equivalent Account balance under the Hanesbrands Inc. Non-Employee Director Deferred Compensation Plan (the "Plan") as determined by reference to the closing market quote for Hanesbrands Inc. common stock on December 6, 2012, which was \$36.20.
- (2) The shares are owned by an irrevocable trust of which the Reporting Person is the sole trustee and beneficiary.
- (3) Represents a Stock Equivalent Account balance under the Plan. Balances in the Stock Equivalent Account may not be reallocated and are settled on a share-for-share basis of Hanesbrands Inc. common stock.
- (4) 1-for-1
- (5) Balances in the Stock Equivalent Account are settled on a share-for-share basis 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, 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

Reporting Owners 2

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separation from service as a member of the Hanesbrands Inc. Board of Directors.

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.