Hanesbrands Inc. Form 4 April 02, 2015

FORM 4

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

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

2. Issuer Name and Ticker or Trading

Hanesbrands Inc. [HBI]

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

03/31/2015

(Print or Type Responses)

1. Name and Address of Reporting Person * Ryan Michael S.

(Middle) (Last) (First)

1000 EAST HANES MILL ROAD

(Street)

WINSTON-SALEM, NC 27105

(City) (State) (Zip)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

(Month/Day/Year)

3. Execution Date, if TransactionAcquired (A) or Code

Symbol

(Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

Following Reported (A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Director

Applicable Line)

X_ Officer (give title

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of

information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

5. TransactionNumber Code of

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price of **Underlying Securities** (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

below) Controller and CAO

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

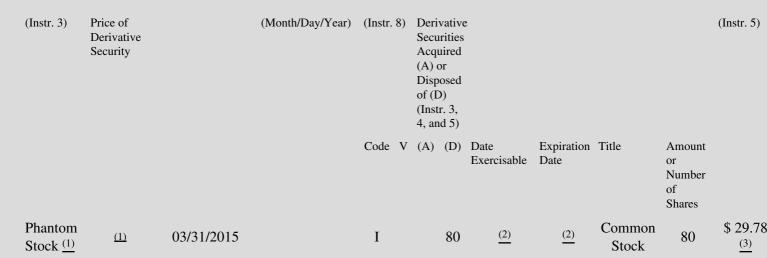
Indirect

Estimated average

burden hours per

Derivative Security

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ryan Michael S. 1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105

Controller and CAO

Signatures

Joia M. Johnson, attorney-in-fact 04/02/2015

**Signature of Reporting Person Dat

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 hypothetical investment in Hanesbrands Inc. common stock under the Hanesbrands Inc. Supplemental Employee Retirement Plan (the "Plan"). Following the Reporting Person's retirement or other termination of employment from Hanesbrands Inc. or as otherwise

- (1) permitted under the terms of the Plan, balances in the Plan are settled in cash based on the value of Hanesbrands Inc. common stock on the applicable valuation dates determined under the terms of the Plan. The number of share equivalents shown is an estimate because the Reporting Person's interest in the Plan is denominated in units.
- Following the Reporting Person's retirement or other termination of employment from Hanesbrands Inc. or as otherwise permitted under (2) the terms of the Plan, balances in the Plan are settled in cash based on the value of Hanesbrands Inc. common stock on the applicable valuation dates determined under the terms of the Plan.
- (3) The number of share equivalents reported was determined by dividing the dollar amount distributed from the Reported Person's account by \$29.78 (the split-adjusted closing price for Hanesbrands Inc. common stock on the valuation date of February 13, 2015).
- (4) The balance is determined by dividing the value in the Reporting Person's account following the reported transaction by \$33.51 (the closing price for Hanesbrands Inc. common stock on the transaction date of March 31, 2015).
- (5) On March 3, 2015, the common stock of Hanesbrands Inc. split 4-for-1, resulting in the Reporting Person's ownership of 181 additional shares of phantom stock.

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.

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