Hanesbrands Inc. Form 4 August 04, 2015

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * Burger Elizabeth

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

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Hanesbrands Inc. [HBI]

(Last) (First) (Middle)

1000 EAST HANES MILL ROAD

(Street)

3. Date of Earliest Transaction

Director 10% Owner

(Month/Day/Year)

07/31/2015

_X__ Officer (give title Other (specify

(Check all applicable)

below) Chief Human Resources Officer

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

(Instr. 4)

Person

WINSTON-SALEM, NC 27105

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Following Reported Transaction(s)

(Instr. 3 and 4)

Ownership (Instr. 4)

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 Conversion Security or Exercise

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

Execution Date, if any

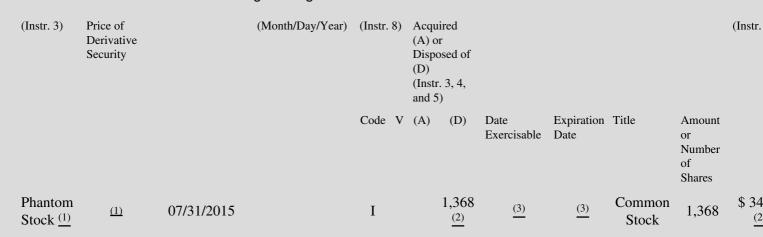
5. Number 4. Transaction of Derivative Expiration Date Code Securities

(A)

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

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

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Burger Elizabeth 1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105

Chief Human Resources Officer

Signatures

Joia M. Johnson, attorney-in-fact 08/04/2015

**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).

Represents a hypothetical investment in Hanesbrands Inc. common stock under the Hanesbrands Inc. 401(k) SERP Plan (the "Plan"). Following the Reporting Person's retirement or other termination of employment from Hanesbrands Inc. or as otherwise permitted under

- (1) 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.
- (2) The number of share equivalents reported was determined by dividing the dollar amount distributed from the Reporting Person's account by \$34.33 (the closing price for Hanesbrands Inc. common stock on the valuation date of July 22, 2015).
- Following the Reporting Person's retirement or other termination of employment from Hanesbrands Inc. or as otherwise permitted under (3) 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.
- (4) The balance is determined by dividing the value in the Reporting Person's account following the reported transaction by \$31.03 (the closing price for Hanesbrands common stock on the transaction date of July 31, 2015).

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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