SCHINDLER ANDREW J

Form 4

December 10, 2012

FORM 4

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHINDLER ANDREW J			Issuer Name and Ticker or Trading Symbol Hanesbrands Inc. [HBI]	5. Relationship of Reporting Person(s) Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an approache)		
1000 EAST	HANES MII	LL ROAD	(Month/Day/Year) 12/06/2012	X Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
WINSTON-S	SALEM, NC	27105	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(State) (A	Table	I - Non-De	erivative Securitie	es Acquired, Dispose	ed of, or Beneficia	lly Owned
2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
	any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
	(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
				Following	(Instr. 4)	(Instr. 4)
			(4)	Reported		
				Transaction(s)		
		Code V		(Instr. 3 and 4)		
		Code v		TICE		
12/06/2012		D	$\frac{5,128}{(1)}$ D 0	<u>1)</u> 3,343	D	
	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)	2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V	2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) 1 12/06/2012 D 5,128 D	2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following Reported Transaction(s) or Code V Amount (D) Price (Instr. 3 and 4)	2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Following (Instr. 4) Code V Amount (D) Price 12/06/2012 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership Form: Direct 6. Ownership Form: Direct 7. Owned 1. Owned 1. Owned 7. Owned 1. Owned 1. Owned 1. Owned 1. Ownership Form: Direct 7. Owned 1. Owned 1. Owned 1. Owned 1. Owned 1. Ownership Form: Direct 7. Owned 1. Owned 1. Owned 1. Owned 1. Owned 1. Ownership Form: Direct 7. Owned 1. O

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 information contained in this form are not (9-02)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)

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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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Pric Deriva Securi (Instr.
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (2)	<u>(3)</u>	12/06/2012		A	5,128 (1)	<u>(4)</u>	<u>(4)</u>	Common Stock	5,128	<u>(1</u>

Reporting Owners

Reporting Owner Name / Address	Relationships					
,	Director	10% Owner	Officer	Other		
SCHINDLER ANDREW J 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) 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.
- (**3**) 1-for-1
 - 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,
- (4) 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.

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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