

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person * <u>NOLL RICHARD A</u> (Last) (First) (Middle) 1000 EAST HANES MILL ROAD (Street) WINSTON- SALEM NC 27105 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Hanesbrands Inc. [HBI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO
	3. Date of Earliest Transaction (Month/Day/Year) 12/04/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year) 12/10/2014		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/08/2014		S ⁽¹⁾		23,323	D	\$110.38 ⁽²⁾	497,644	D	
Common Stock	12/08/2014		S ⁽¹⁾		17,671	D	\$111.81 ⁽³⁾	479,973	D	
Common Stock	12/08/2014		S ⁽¹⁾		4,006	D	\$112.23 ⁽⁴⁾	475,967	D	
Common Stock	12/04/2014		D		24,129	D	⁽⁵⁾	451,838	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Stock ⁽⁶⁾	⁽⁷⁾	12/04/2014		A		24,129		⁽⁸⁾	⁽⁸⁾	Common Stock	24,129	\$0 ⁽⁵⁾	24,129	D	

Explanation of Responses:

- The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 4, 2014. For additional information, please refer to Item 5 of the Issuer's Quarterly Report on Form 10-Q filed with the SEC on October 30, 2014.
- This transaction was executed in multiple trades at prices ranging from \$110.14 to \$111.08. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request by the SEC staff, Hanesbrands Inc. or any security holder of Hanesbrands Inc. full information regarding the number of shares sold at each separate price.
- This transaction was executed in multiple trades at prices ranging from \$111.17 to \$112.16. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request by the SEC staff, Hanesbrands Inc. or any security holder of Hanesbrands Inc. full information regarding the number of shares sold at each separate price.
- This transaction was executed in multiple trades at prices ranging from \$112.17 to \$112.49. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request by the SEC staff, Hanesbrands Inc. or any security holder of Hanesbrands Inc. full information regarding the number of shares sold at each separate price.
- Represents a deferral by the Reporting Person of 24,129 shares of Hanesbrands Inc. common stock upon the vesting of restricted stock units granted to the Reporting Person on December 4, 2012. The amount deferred was contributed to a stock equivalent account (the "HBI Stock Fund") in the Hanesbrands Inc. Executive Deferred Compensation Plan (the "Plan").
- 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 of Hanesbrands Inc. common stock.
- 1-for-1
- Balances in the HBI Stock Fund are settled on a share-for-share basis in Hanesbrands Inc. common stock 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.

Remarks:

This amendment reflects a deferral by the Reporting Person of 24,129 shares of Hanesbrands Inc. common stock upon the vesting of restricted stock units granted to the Reporting Person on December 4, 2012. The prior Form 4 incorrectly reported the withholding of 11,522 shares for certain taxes due upon the vesting of such restricted stock units.

Joia M. Johnson, attorney-in-fact 12/11/2014

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.