

Marsh John T.  
Form 3  
January 06, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Marsh John T.                             |         | (Month/Day/Year)                     | Hanesbrands Inc. [HBI]   |  |
| (Last)                                    | (First) | (Middle)                             | 01/01/2012   |  |
| 1000 EAST HANES MILL ROAD                 |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| WINSTON SALEM, NC 27105                   |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | President, Outerwear   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 40,806  | D  | ^   |
| Common Stock                    | 147   | I  | By 401(k) plan  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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|                                      | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Employee Stock Option (right to buy) | Â (1)            | 09/26/2016      | Common Stock | 9,089                      | \$ 22.37            | D   | Â |
| Employee Stock Option (right to buy) | Â (2)            | 02/04/2018      | Common Stock | 18,440                     | \$ 25.1             | D   | Â |
| Employee Stock Option (right to buy) | Â (3)            | 12/09/2018      | Common Stock | 23,636                     | \$ 14.28            | D   | Â |
| Employee Stock Option (right to buy) | Â (4)            | 12/08/2019      | Common Stock | 8,475                      | \$ 24.33            | D   | Â |
| Employee Stock Option (right to buy) | Â (5)            | 12/06/2020      | Common Stock | 3,754                      | \$ 27.16            | D   | Â |
| Phantom Stock (6)                    | Â (7)            | Â (7)           | Common Stock | 34,254                     | \$ (8)              | D   | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                        |       |
|---|---------------|-----------|------------------------|-------|
|   | Director      | 10% Owner | Officer                | Other |
| Marsh John T.<br>1000 EAST HANES MILL ROAD<br>WINSTON SALEM, NC 27105 | Â             | Â         | Â President, Outerwear | Â     |

## Signatures

Joia M. Johnson,  
Attorney-in-Fact

01/06/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) The options were immediately exercisable upon grant on September 26, 2006.
- (2) The options vest in three installments of 33% on February 4, 2009, 33% on February 4, 2010 and 34% on February 4, 2011.
- (3) The options vest in three installments of 33% on December 9, 2009, 33% on December 9, 2010, and 34% on December 9, 2011.
- (4) The options vest in three installments of 33% on December 8, 2010, 33% on December 8, 2011, and 34% on December 8, 2012.
- (5) The options vest in three installments of 33% on December 6, 2011, 33% on December 6, 2012, and 34% on December 6, 2013.
- (6) Represents a Stock Equivalent Account balance under the Hanesbrands Inc. Executive Deferred Compensation 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.
- (7) Balances in the Stock Equivalent Account are settled on a share-for-share basis of 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.

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(8) 1-for-1

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