

ZIEGLER ANN ELIZABETH  
 Form 4/A  
 January 06, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ZIEGLER ANN ELIZABETH**

2. Issuer Name and Ticker or Trading Symbol  
**Hanesbrands Inc. [HBI]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**1000 EAST HANES MILL ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/06/2011**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**WINSTON SALEM, NC 27105**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)  
**12/08/2011**

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	12/06/2011		A	5,128 (1) A \$ 0	14,216	D	
Common Stock	12/06/2011		D	4,050 (2) D 10,166	10,166	D	
Common Stock					1,900	I	By trust (3)
Common Stock					350	I	By Minor child

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**

SEC 1474 (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)

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 Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Phantom Stock <sup>(4)</sup>	<u>(5)</u>	12/06/2011		A	4,050 <u>(2)</u>	<u>(6)</u> <u>(6)</u>	Common Stock	4,050      \$ 23.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZIEGLER ANN ELIZABETH 1000 EAST HANES MILL ROAD WINSTON SALEM, NC 27105		X		

**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 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).
- (1) Consists of restricted stock units that upon vesting on the first anniversary of the grant date are settled on a one-for-one basis in shares of common stock.
- (2) Represents a deferral by the Reporting Person of 4,050 shares of Hanesbrands Inc. common stock upon the vesting of restricted stock units granted to the Reporting Person on December 6, 2010. 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, 2011.
- (3) The shares are owned by an irrevocable trust of which the Reporting Person is the sole trustee and beneficiary.
- (4) 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.
- (5) 1-for-1

## Edgar Filing: ZIEGLER ANN ELIZABETH - Form 4/A

- 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, 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.
- (6)

### Remarks:

Amended report is submitted only for purposes of updating the Power of Attorney on file with the U.S. Securities and Exchange Commission.

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.