

Johnson James C
Form 4
December 14, 2017

FORM 4

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

OMB APPROVAL

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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 *
Johnson James C

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)
12/12/2017

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

WINSTON-SALEM, NC 27105

4. If Amendment, Date Original Filed (Month/Day/Year)

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

(City) (State) (Zip)

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)
Common Stock	12/12/2017		A	(A) 6,683 (1)	\$ 0 12,335	D	
Common Stock	12/13/2017		D	(D) 5,652	(2) 6,683	D	
Common Stock					24,913	I	Shares Owned by Trust

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

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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 Amount of Derivative Security (Instr. 3 and 4)
Phantom Stock ⁽³⁾	⁽⁴⁾	12/13/2017		A	5,652	⁽⁵⁾ ⁽⁵⁾	Common Stock	5,652

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson James C 1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105	X			

Signatures

Joia M. Johnson,
attorney-in-fact

12/14/2017

⁽³⁾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 5,652 shares of Hanesbrands Inc. common stock upon the vesting of restricted stock units granted to the Reporting Person on December 13, 2016. The amount deferred was deemed to be invested in a stock equivalent account (the "HBI Stock Fund") in the Hanesbrands Inc. Non-Employee Director Deferred Compensation Plan (the "Plan").
- (3) Represents an HBI Stock Fund balance under the Plan. Balances in the HBI Stock Fund are settled on a share-for-share basis in shares of Hanesbrands Inc. common stock.
- (4) 1-for-1
- (5) Balances in the HBI Stock Fund are settled on a share-for-share basis in shares 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

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separation from service as a member of the Hanesbrands Inc. board of directors.

- (6) Includes acquisitions of 830.623, 790.565, 667.421 and 819.108 phantom stock units acquired through deemed dividend reinvestment on March 7, 2017, June 6, 2017, September 6, 2017 and December 5, 2017, respectively.

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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