

JOHNSON JOIA M
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 JOIA M

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)

3. Date of Earliest Transaction (Month/Day/Year)

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

1000 EAST HANES MILL ROAD

12/12/2017

Chief Admin Ofcr, GC&Corp Sec

(Street)

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

WINSTON-SALEM, NC 27105

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/12/2017		A		28,210 (1)	A	\$ 0 212,799 D
Common Stock	12/12/2017		F(2)		4,339	D	\$ 20.75 208,460 (2) D
Common Stock	12/12/2017		F(2)		2,673	D	\$ 20.75 205,787 (2) D
Common Stock	12/12/2017		F(3)		6,751	D	\$ 20.75 199,036 (3) D

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Common Stock	12/12/2017	F ⁽⁴⁾	2,434	D	\$ 20.75 (4)	196,602	D	
Common Stock						259,076	I	By trust

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 required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON JOIA M 1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105			Chief Admin Ofcr, GC&Corp Sec	

Signatures

Joia M. Johnson
12/14/2017
**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).

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- (1) Consists of restricted stock units that upon vesting are settled on a one-for-one basis in shares of common stock, vesting in three installments of 33% on December 12, 2018, 33% on December 12, 2019 and 34% on December 12, 2020.
Represents shares of common stock withheld to pay taxes upon vesting of restricted stock units originally granted to the Reporting Person
- (2) on December 9, 2014. The number of shares withheld was determined on December 12, 2017 based on the closing price of Hanesbrands Inc. common stock on December 8, 2017.
Represents shares of common stock withheld to pay taxes upon vesting of performance stock units originally granted to the Reporting Person
- (3) Person on December 9, 2014. The number of shares withheld was determined on December 12, 2017 based on the closing price of Hanesbrands Inc. common stock on December 8, 2017.
Represents shares of common stock withheld to pay taxes upon vesting of restricted stock units originally granted to the Reporting Person
- (4) on December 8, 2015. The number of shares withheld was determined on December 12, 2017 based on the closing price of Hanesbrands Inc. common stock on December 8, 2015.

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.