Faircloth Michael E. Form 4 January 29, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

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

1(b).

Common

Stock

01/25/2018

(Print or Type Responses)

1. Name and Address of Reporting Person * Faircloth Michael E.			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	(Check an applicable)			
			(Month/Day/Year)	Director 10% Owner			
1000 EAST HANES MILL ROAD		ROAD	01/25/2018	_X_ Officer (give title Other (specify below)			
				Pres., Global SC, IT and E-Com			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
WINSTON-SA	ALEM, NC 2	7105	Filed(Month/Day/Year)	Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	ble 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. Transactic Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4)	sposed	of (D)	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	01/25/2018		M	21,261	A	<u>(1)</u>	242,695	D				

8,845

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

 $F^{(2)}$

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SEC 1474

(9-02)

233,850

D

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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. Pr Deri Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (3)	<u>(4)</u>	01/25/2018		M		21,261	<u>(5)</u>	<u>(5)</u>	Common Stock	21,261	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Faircloth Michael E. 1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105

Pres., Global SC, IT and E-Com

Signatures

Joia M. Johnson, attorney-in-fact

01/29/2018

**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) Represents a distribution to the Reporting Person of 21,261 shares of Hanesbrands Inc. common stock that had been contributed to a stock equivalent account (the "HBI Stock Fund") in the Hanesbrands Inc. Executive Deferred Compensation Plan (the "Plan").
- (2) Represents shares of common stock withheld to pay taxes upon the distribution of Hanesbrands Inc. common stock from the Plan.
- (3) Represents an HBI Stock Fund balance in the Plan. Balances in the HBI Stock Fund are settled on a share-for-share basis in Hanesbrands Inc. common stock.
- (4) 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 (5) 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.

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.

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