Upchurch W Howard Jr Form 4 February 16, 2018

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

**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).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Upchurch W Howard Jr		ng Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol Hanesbrands Inc. [HBI]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
1000 EAST H	ANES MILI	ROAD	02/15/2018	X Officer (give title Other (specify below)			
	THE NOTE			Group President, IW Americas			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
WINSTON-SALEM, NC 27105				Form filed by More than One Reporting Person			

	(City)	(State)	(Zip) Tab	le I - Non-l	Derivative S	Securi	ties Acquir	ed, Disposed of,	or Beneficially	y Owned
Sec	Fitle of curity str. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie our Disposed (Instr. 3, 4	d of (Ľ	))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
_				Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(1115411 1)	
	ommon	02/15/2018		M	105,456	A	\$ 3.57	566,879	D	
	ommon ock	02/15/2018		F(1)	53,713	D	\$ 20.705 (1)	513,166	D	
	ommon ock	02/15/2018		S	47,609	D	\$ 20.7	465,557	D	
	ommon ock	02/15/2018		S	4,134	D	\$ 20.705	461,423	D	

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

#### Edgar Filing: Upchurch W Howard Jr - Form 4

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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. 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 3.57 (2)	02/15/2018		M		105,456 (2)	(3)	12/09/2018	Common Stock	105,45 (2)

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Upchurch W Howard Jr 1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105

Group President, IW Americas

#### **Signatures**

Joia M. Johnson, attorney-in-fact

02/16/2018

\*\*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).
- Represents a "net exercise" of outstanding stock options. These shares were withheld by Hanesbrands Inc. for payment of the exercise (1) price and applicable taxes, based on the market price of Hanesbrands Inc. common stock at the time of the option exercise on February 15, 2018 of \$20.705.
- (2) This option was previously reported as covering 26,364 shares at an exercise price of \$14.28 per share, but was adjusted to reflect a 4-for-1 stock split that occurred on March 3, 2015.
- (3) The options vest in three installments of 33% on December 9, 2009, 33% on December 9, 2010, and 34% on December 9, 2011.

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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