Hanesbrands Inc. Form 4 February 18, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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January 31,

2005

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

Check this box

if no longer

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

Common

Stock

Stock

02/16/2016

02/16/2016

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * JOHNSON JOIA M			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
				orands Inc		(Check all applicable)			
(Last) (First) (Middle)			3. Date of Earliest Transaction						
			(Month/I	Day/Year)		Director	10%		
1000 EAST	ROAD	02/16/2016			X Officer (give title Other (specify below)				
						Chief Legal Ofcr, GC&Corp Sec			
						Chief Legal Olci, OC&Colp Sec			
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)			Applicable Line)			
			`	•		_X_ Form filed by O	ne Reporting Per	rson	
WINSTON-SALEM, NC 27105						Form filed by More than One Reporting			
WINSTON	-SALLIVI, INC 27	103				Person			
(City)	(State)	(Zip)	Tob	la I. Nan l	Derivative Securities Acqu	rinad Dianasad of	on Donoficial	ly Owned	
. •		•	1 40	ie i - ivoii-i	Derivative Securities Acqu	in eu, Disposeu oi,	of Deficition	ly Owned	
1.Title of	2. Transaction Date	e 2A. Deem	ned	3.	4. Securities Acquired (A)) 5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution	Date, if	Transactio	omr Disposed of (D)	Securities	Ownership	Indirect	
(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial	
		(Month/D	ay/Year)	(Instr. 8)		Owned	Direct (D)	Ownership	
						Following	or Indirect	(Instr. 4)	
					(4)	Reported	(I)		
					(A)	Transaction(s)	(Instr. 4)		

Code V

M

 $F^{(1)}$

or

(D)

A

D

Price

\$ 6.79

27.495

\$

(1)

Amount

45,464

26,660

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(Instr. 3 and 4)

D

D

457,496

430,836

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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. Transacti Code (Instr. 8)	orDerivative		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 or Number of Shares
Employee Stock Option (right to buy)	\$ 6.79 (2)	02/16/2016		M	2	45,464 (2)	(3)	12/06/2020	Common Stock	45,464 (2)

Reporting Owners

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

Signatures

Joia M. Johnson

02/18/2016

**Signature of Date
Reporting Person

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 16, 2016 of \$27.495.
- This option was previously reported as covering 11,366 shares at an exercise price of \$27.16 per share, but was adjusted to reflect a 4-for-1 stock split that occurred on March 3, 2015.
- (3) The option vested in three installments of 33% on December 6, 2011, 33% on December 6, 2012 and 34% on December 6, 2013.

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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