

Hanesbrands Inc.
Form 4
October 23, 2009

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Boyles Dale W

(Last) (First) (Middle)

1000 EAST HANES MILL ROAD

(Street)

WINSTON-SALEM, NC 27105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Hanesbrands Inc. [HBI]

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

10/21/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP, Controller, CAO

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

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)
			Code	V	Amount	(D)	Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	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
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock ⁽¹⁾	<u>(1)</u>	10/21/2009	A		307		<u>(2)</u>	<u>(2)</u>	Common Stock	307	\$ 22.8 ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boyles Dale W 1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105			VP, Controller, CAO	

Signatures

Catherine A. Meeker,
Attorney-in-Fact

10/23/2009

 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 hypothetical investment in Hanesbrands Inc. common stock under the Hanesbrands Inc. Supplemental Employee Retirement Plan (the "Plan"). Following the Reporting Person's retirement or other termination of employment from Hanesbrands Inc. or as otherwise permitted under the terms of the Plan, balances in the Plan are settled in cash based on the value of Hanesbrands Inc. common stock on the applicable valuation dates determined under the terms of the Plan. The number of share equivalents shown is an estimate because the Reporting Person's interest in the Plan is denominated in units.

(1) Following the Reporting Person's retirement or other termination of employment from Hanesbrands Inc. or as otherwise permitted under the terms of the Plan, balances in the Plan are settled in cash based on the value of Hanesbrands Inc. common stock on the applicable valuation dates determined under the terms of the Plan.

(3) The number of share equivalents reported was determined by dividing the dollar amount credited to the Reporting Person's account by \$22.81 (the closing price for Hanesbrands Inc. common stock on the valuation date of October 21, 2009).

(4) The balance is determined by dividing the value in the Reporting Person's account following the reported transaction by \$22.81 (the closing price for Hanesbrands common stock on the transaction date of October 21, 2009).

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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