Edgar Filing: NOLL RICHARD A - Form 4

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Form 4	IARD A									
February 03,	2009									
FORN Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont	is box ger STATEM 6. r Filed purs ns Section 17(W IENT OF CHA suant to Section	Vashington ANGES IN SECUF 1 16(a) of th	, D.C. 203 BENEFI RITIES ne Securit	549 [CIA] ies E:		OMB Number: Expires: Estimated a burden hou response	•		
See Instru 1(b).		30(h) of the	Investment	: Compan	y Act	t of 194	0			
(Print or Type I	Responses)									
			2. Issuer Name and Ticker or Trading Symbol Hanesbrands Inc. [HBI]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (N	Aiddle) 3. Dat	3. Date of Earliest Transaction			(Cnech	к ан аррисабіе	;)		
			lonth/Day/Year) /30/2009				X Director 10% Owner X Officer (give title Other (specify below) below) Chairman and CEO			
			nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person			
WINSTON	SALEM, NC 271	05					Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip) T	able I - Non-I	Derivative	Securi	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	a Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Pay/Year) (Instr. 8) (A) or		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	OwnershipIndirectForm: DirectBeneficial(D) orOwnershipIndirect (I)(Instr. 4)(Instr. 4)(s)			
Common	01/20/2000		Code V		(D)	Price		D		
Stock	01/30/2009		М	89,265	А	<u>(1)</u>	419,132	D		
Common Stock	01/30/2009		F	36,601 (2)	D	\$ 12.75	382,531	D		
Common Stock							11,897	I	By 401(K) plan	

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

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number.

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. Transactio Code (Instr. 8)	ctiorDerivative Securities		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) (E))	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (3)	<u>(4)</u>	01/30/2009		М	89,2 (1		(5)	(5)	Common Stock	89,265	\$

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
NOLL RICHARD A 1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105	Х		Chairman and CEO	
Signatures				

Catherine A. Meeker,	02/03/2009
Attorney-in-Fact	02/05/2009

**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 distribution from a Stock Equivalent Account balance under the Hanesbrands Inc. Executive Deferred (1) Compensation Plan (the "Plan") settled on a share-for-share basis in Hanesbrands Inc. common stock.
- Represents the number of shares resulting from dividing the total amount of income taxes paid, \$466.662.77, by \$12.75 (the (2)closing market quote for Hanesbrands Inc. common stock on the valuation date of December 31, 2008).
- Represents a Stock Equivalent Account balance under the Plan. Balances in the Stock Equivalent Account may not be reallocated (3) and are settled on a share-for-share basis of Hanesbrands Inc. common stock.
- (4) 1-for-1

Balances in the Stock Equivalent Account are settled on a share-for-share basis of Hanesbrands Inc. common stock at the time specified by the Reporting Person at the time of the Reporting Person's deferral election, which in no case shall be prior to the (5) 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.