Boyles Dale W Form 4 January 26, 2010

FORM 4

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

OMB 3235

Check this box
if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: 3235-0287 Expires: January 31, 2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Estimated average burden hours per response... 0.5

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

SECURITIES

See Instruction 30(h) of the Investment Company Act of 1940

(Middle)

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *
2. Issuer Name and Ticker or Trading

Symbol

Symbol

Symbol

Symbol

Symbol

Symbol

(Check all applicable)

Hanesbrands Inc. [HBI]

3. Date of Earliest Transaction

(Month/Day/Year)

01/22/2010

_____ Director ______ 10% Owner _____ Officer (give title _____ Other (specify

below) below) VP, Controller, CAO

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

Person

WINSTON-SALEM, NC 27105

(City) (State) (Zip)

(First)

1000 EAST HANES MILL ROAD

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (I) Following (Instr. 4) (Instr. 4)

(A) Reported
or Transaction(s)
(Instr. 3 and 4)

Code V Amount (D) Price (Instr. 3 and 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8 4. Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8 | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | |
|-------------------|------------------------------------|------------|------------------|-----------|---|--|-------|---------------------|--------------------|-----------------|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock (1) | <u>(2)</u> | 01/22/2010 | | I | | | 1,222 | 01/22/2010 | 01/22/2010 | Common Stock | 1,222 |

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

**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

- (1) 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.
 - Represents a payout of phantom stock units under the Plan pursuant to an election made by the Reporting Person in 2008. Each phantom stock unit represents a hypothetical investment in Hanesbrands Inc. common stock under the Plan. On January 22, 2010, 1,222 of the
- (2) Reporting Person's phantom stock units were settled for cash. The dollar amount being distributed to the Reporting Person was determined by multiplying the number of share equivalents being distributed to the Reporting Person by \$24.11 (the closing price for Hanesbrands Inc. common stock on the valuation date of December 31, 2009).
- (3) The balance is determined by dividing the value in the Reporting Person's account following the reported transaction by \$22.88 (the closing price for Hanesbrands Inc. common stock on the transaction date of January 22, 2010).

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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