Nictakis William J Form 4 December 08, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number: Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

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

Check this box

obligations may continue. See Instruction

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)

1. Name and Ad Nictakis Wil	-	orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Hanesbrands Inc. [HBI]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
1000 EAST HANES MILL ROAD			12/06/2010	_X_ Officer (give title Other (specify below)			
				Pres, Co-Operating Ofcr, U.S.			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Che			
			Filed(Month/Day/Year)	Applicable Line)			
WINSTON-SALEM, NC 27105				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired. Disposed of, or Beneficially Owner			

		Tudio I Tion 2011 and to Securities Irequired, 2 18 possess or, or 2 circles and 3 miles							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acqu	uired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of	of	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership		
						Following	(Instr. 4)	(Instr. 4)	
						Reported			
				(A)		Transaction(s)			
				or		(Instr. 3 and 4)			
			Code V	Amount (D)	Price	, , , , , , , , , , , , , , , , , , , ,			
Common Stock	12/06/2010		A	$\frac{19,323}{(1)}$ A	\$ 0	157,826	D		

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.

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

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Nictakis William J - Form 4

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 or Number of Shares
Employee Stock Option (right to buy)	\$ 27.16	12/06/2010		A	19,700	<u>(2)</u>	12/06/2020	Common Stock	19,700

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Nictakis William J 1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105

Pres, Co-Operating Ofcr, U.S.

Signatures

Catherine Meeker, attorney-in-fact

12/08/2020

**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).
- (1) Consists of restricted stock units that upon vesting are settled on a one-for-one basis in shares of common stock, vesting in three installments of 33% on December 6, 2011, 33% on December 6, 2012 and 34% on December 6, 2013.
- (2) The options vest 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.

Reporting Owners 2