Johnson James C Form 4 December 10, 2010

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

OMB Number: Expires:

Check this box if no longer subject to Section 16. Form 4 or

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

may continue. See Instruction

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Johnson James C

Hanesbrands Inc. [HBI]

(Check all applicable)

(Last)

(City)

(Middle)

(Zip)

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

X_ Director Officer (give title

10% Owner Other (specify

OMB APPROVAL

Estimated average

burden hours per

response...

3235-0287

January 31,

2005

0.5

1000 EAST HANES MILL ROAD

(Street)

(State)

(First)

12/08/2010

below) 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

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

Filed(Month/Day/Year)

Person

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

WINSTON-SALEM, NC 27105

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(9-02)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(1)

Common 12/08/2010 Stock

4,521 D D <u>(1)</u>

8,432

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 required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exer	cisable and	7. Title and A	Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof Derivative	ative Expiration Date		Underlying Securities		Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)		Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired					(Instr.
	Derivative				(A) or					
	Security				Disposed of					
					(D)					
					(Instr. 3, 4,					
					and 5)					
				Code V	(A) (D)	Date	Expiration	Title	Amount	
					() ()	Exercisable	Date		or	
									Number	
									of	
									Shares	
Phantom	(2)	12/08/2010		٨	4,521	(4)	(4)	Common	4,521	\$ 27
Stock (2)	<u>(3)</u>	12/08/2010		A	(1)	(1)	(.)	Stock	4,321	(1

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
Johnson James C 1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105	X					

Signatures

Catherine A. Meeker, attorney in fact 12/10/2010

**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 deferral by the Reporting Person of 4,521 shares of Hanesbrands Inc. common stock upon the vesting of restricted stock units granted to the Reporting Person on December 8, 2009. The amount deferred was contributed to a Stock Equivalent Account balance under the Hanesbrands Inc. Non-Employee Director Deferred Compensation Plan (the "Plan") as determined by reference to the closing market quote for Hanesbrands Inc. common stock on December 8, 2010.
- (2) Represents a Stock Equivalent Account balance under the Plan. Balances in the Stock Equivalent Account may not be reallocated and are settled on a share-for-share basis of Hanesbrands Inc. common stock.
- (**3**) 1-for-1
 - Balances in the Stock Equivalent Account are settled on a share-for-share basis of Hanesbrands Inc. common stock (i) with respect to deferrals prior to January 1, 2008, at the time specified by the Reporting Person at the time of the Reporting Person's deferral election,
- (4) which in no case shall be prior to the January 1 following the first anniversary of the date the deferral election is made and (ii) with respect to deferrals on or after January 1, 2008, on the earlier of the fifth anniversary of the date of the deferral or the Reporting Person's separation from service as a member of the Hanesbrands Inc. board of directors.

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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