Hanesbrands Inc. Form 4 July 05, 2011

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 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

(Print or Type Responses)

1(b).

Security

(Instr. 3)

1. Name and Address of Reporting Person <u>*</u> GRIFFIN BOBBY J

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

5. Relationship of Reporting Person(s) to Issuer

OKIFFIN DODD I J

Hanesbrands Inc. [HBI]

(Check all applicable)

(Last) (First)

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

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

1000 EAST HANES MILL ROAD

06/30/2011

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

(Street) 4. If Amendment, Date Original

(Middle)

Applicable Line)

Filed(Month/Day/Year)

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

Person

WINSTON-SALEM, NC 27105

(City) (State) (Zip)

1.Title of 2. Transaction Date 2A. Deemed

2. Transaction Date 2A. Deemed 3. 4. Securities

(Month/Day/Year) Execution Date, if TransactionAcquired (A) or any Code Disposed of (D)

(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

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

3. 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Securities Form: Direct Indirect Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 8) (Instr. 3, 4 and 5) Owned (I) Ownership Following (Instr. 4)

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

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	Derivative Security		(] (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>	06/30/2011	A		744 (3)		<u>(4)</u>	<u>(4)</u>	Common Stock	744	\$ 28. (3)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GRIFFIN BOBBY J

GRIFFIN BOBBY J 1000 EAST HANES MILL ROAD X WINSTON-SALEM, NC 27105

Signatures

Catherine A. Meeker Attorney-in-Fact 07/05/2011

**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 Stock Equivalent Account balance under the Hanesbrands Inc. Non-Employee Director Deferred Compensation Plan (the (1) "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.
- (2) 1-for-1
- (3) Represents a deferral by the Reporting Person to a Stock Equivalent Account balance under the Plan, as determined by dividing the dollar amount of the deferral by \$28.55 (the closing market quote for Hanesbrands Inc. common stock on June 30, 2011).
 - 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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