

Hanesbrands Inc.  
Form 4  
September 28, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McReynolds Joan

(Last) (First) (Middle)  
1000 EAST HANES MILL ROAD  
(Street)

WINSTON-SALEM, NC 27105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Hanesbrands Inc. [HBI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/26/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP Chief Customer Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	09/26/2006		A	6,659 (1) A \$ 0	7,538 (2)	D	
Common Stock	09/26/2006		A	9,220 (3) A \$ 0	16,758	D	
Common Stock	09/26/2006		A	11,176 (4) A \$ 0	27,934	D	

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

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SEC 1474 (9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative 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)	\$ 22.37	09/26/2006		A	20,863	<u>(5)</u>	09/26/2013	Common Stock	20,863
Employee Stock Option (right to buy)	\$ 22.37	09/26/2006		A	27,947	<u>(6)</u>	09/26/2013	Common Stock	27,947
Employee Stock Option (right to buy)	\$ 22.37	09/26/2006		A	33,875	<u>(6)</u>	09/26/2013	Common Stock	33,875
Employee Stock Option (right to buy)	\$ 22.37	09/26/2006		A	14,501	09/26/2006	09/26/2011	Common Stock	14,501

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McReynolds Joan 1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105			EVP Chief Customer Officer	

## Signatures

Catherine Meeker,  
attorney-in-fact

09/28/2006

\_\_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, with 50% vesting on August 31, 2007 and 50% vesting on August 31, 2008.
- (2) Includes 879 shares of common stock acquired in connection with the spin-off of the company's shares by Sara Lee Corporation in a transaction that is exempt from reporting under Section 16(a).
- (3) Consists of restricted stock units that upon vesting are settled on a one-for-one basis in shares of common stock, vesting in three equal annual installments beginning September 26, 2007.
- (4) Consists of restricted stock units that upon vesting are settled on a one-for-one basis in shares of common stock. All restricted stock units vest on September 26, 2009.
- (5) The options vest in two equal annual installments beginning August 31, 2007.
- (6) The options vest in three equal annual installments beginning September 26, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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