Hanesbrands Inc. Form 4 September 30, 2008

# FORM 4

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

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

1(b).

(Print or Type Responses)

1. Name and Ad Oliver Kevin	•	rting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)		(Middle)	Hanesbrands Inc. [HBI]  3. Date of Earliest Transaction	(Check all applicable)			
1000 EAST HANES MILL ROAD			(Month/Day/Year) 09/26/2008	Director 10% Owner Selow) Other (give title Other (specify below) EVP Human Resources			
WINSTON-S	(Street)	C 27105	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			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			

		Table 1-1 von-Berryative Securities Acquired, Disposed of, or Beneficiary Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or			or	Securities	Form: Direct	Indirect	
(Instr. 3)		Code	Disposed of (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		(D)	Price	,			
Common	00/26/2009		D	3,651	D	(1)	27 211	D		
Stock	09/20/2006		D	(1)	ע	111	37,311	D		
Common							0.216	T	By 401(K)	
Stock							9,310	1	plan	
Stock Common	09/26/2008		Code V D	Amount 3,651 (1)	(D)	Price (1)	37,311 9,316	D I	By 401(K) plan	

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

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# 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. Transactic Code (Instr. 8)	5. Number on 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)		8. Prio Deriv Secur (Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (2)	<u>(3)</u>	09/26/2008		A	3,651 (1)		<u>(4)</u>	<u>(4)</u>	Common Stock	3,651	\$ 22 (1

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Oliver Kevin 1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105

**EVP Human Resources** 

### **Signatures**

Catherine A. Meeker, Attorney in fact

09/30/2008

\*\*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 3,651 shares of Hanesbrands Inc. common stock upon the vesting of restricted stock units granted to the Reporting Person on September 26, 2006. The amount deferred was contributed to a Stock Equivalent Account balance under the Hanesbrands Inc. Executive Deferred Compensation Plan (the "Plan"), as determined by reference to the closing market quote for Hanesbrands Inc. common stock on September 26, 2008.
- 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 at the time specified by the Reporting Person at the time of the Reporting Person's deferral election, which in no case shall be prior to the January 1 following the first anniversary of the date the deferral election is made.

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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