Hanesbrands Inc. Form 4 September 03, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

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may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **NOLL RICHARD A** Issuer Symbol Hanesbrands Inc. [HBI] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title __ Other (specify 1000 EAST HANES MILL ROAD 08/31/2008 below) below) **CEO** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting WINSTON-SALEM, NC 27105 Person

(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securit	ties Acq	puired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securit on(A) or Dis			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any Code (D)		-\	Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	(A) or	,	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	08/31/2008		Code V D	Amount 19,371 (1)	(D)	Price (1)	186,505	D	
Common Stock							11,418	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. Transactio Code (Instr. 8)	5. Number of deprivative and deprivation and deprivative and deprivative and deprivative and deprivative and deprivative and deprivation and d		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Derri Secu (Ins	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (2)	<u>(3)</u>	08/31/2008		A	19,371 (1)	<u>(4)</u>	<u>(4)</u>	Common Stock	19,371	\$ 2

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting o mor rumo, radaross	Director	10% Owner	Officer	Other		
NOLL RICHARD A	3 7		GE O			
1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105	X		CEO			

Signatures

Catherine A. Meeker, Attorney in fact 09/03/2008

**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 19,371 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 August 29, 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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