Boyles Dale W Form 4 November 02, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

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if no longer subject to Section 16. Form 4 or Form 5

obligations

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 * Boyles Dale W

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Hanesbrands Inc. [HBI]

(Check all applicable)

(Middle) (Last) (First)

(Street)

1000 EAST HANES MILL ROAD

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

X_ Officer (give title

10% Owner Other (specify

10/29/2010

below)

VP, Controller, CAO 6. Individual or Joint/Group Filing(Check

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

(Instr. 8)

Applicable Line)

Director

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

Person

WINSTON-SALEM, NC 27105

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned

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

(Instr. 4)

(9-02)

(Instr. 4)

Following Reported Transaction(s)

(A)

(Instr. 3 and 4)

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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

5. TransactionNumber Code of

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

1

Deri

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Secu Acqu (A) o Disp	Derivative Securities Acquired (A) or Disposed of (D)					
				Code V	(Insta 4, an	r. 3,	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	<u>(2)</u>	10/29/2010		I		83	10/29/2010	10/29/2010	Common Stock	83	\$ 24

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Boyles Dale W 1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105

VP, Controller, CAO

Signatures

Catherine A. Meeker, Attorney-in-Fact

**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 hypothetical investment in Hanesbrands Inc. common stock under the Hanesbrands Inc. Supplemental Employee Retirement Plan (the "Plan"). Following the Reporting Person's retirement or other termination of employment from Hanesbrands Inc. or as otherwise

- (1) permitted under the terms of the Plan, balances in the Plan are settled in cash based on the value of Hanesbrands Inc. common stock on the applicable valuation dates determined under the terms of the Plan. The number of share equivalents shown is an estimate because the Reporting Person's interest in the Plan is denominated in units.
 - Represents a payout of phantom stock units under the Plan pursuant to an election made by the Reporting Person in 2008. Each phantom stock unit represents a hypothetical investment in Hanesbrands Inc. common stock under the Plan. On October 29, 2010, 83 of the
- (2) Reporting Person's phantom stock units were settled for cash. The dollar amount being distributed to the Reporting Person was determined by multiplying the number of share equivalents being distributed to the Reporting Person by \$25.86 (the closing price for Hanesbrands Inc. common stock on the valuation date of September 30, 2010).
- The balance is determined by dividing the value in the Reporting Person's account following the reported transaction by \$24.80 (the closing price for Hanesbrands Inc. common stock on the transaction date of October 29, 2010).

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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