

Hanesbrands Inc.
Form 4
July 29, 2009

FORM 4

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

OMB APPROVAL

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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 *
GRIFFIN BOBBY J

(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)
07/27/2009

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | 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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|--|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|--|

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| | Derivative Security | | Code | (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|---------------------|------------|------------------|-----------------------------|---------|------------------|-----------------|--------------|----------------------------|
| | | | | V | (A) (D) | | | | |
| Stock Option (right to buy) | \$ 25.1 | 07/27/2009 | D ⁽¹⁾ | | 10,684 | ⁽²⁾ | 02/05/2014 | Common Stock | 10,684 |
| Stock Option (right to buy) | \$ 25.1 | 07/27/2009 | A ⁽¹⁾ | 10,684 | | ⁽²⁾ | 02/05/2017 | Common Stock | 10,684 |
| Stock Option (right to buy) | \$ 25.1 | 07/27/2009 | D ⁽³⁾ | | 11,792 | ⁽⁴⁾ | 02/04/2015 | Common Stock | 11,792 |
| Stock Option (right to buy) | \$ 25.1 | 07/27/2009 | A ⁽³⁾ | 11,792 | | ⁽⁴⁾ | 02/04/2018 | Common Stock | 11,792 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GRIFFIN BOBBY J 1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105 | X | | | |

Signatures

Catherine Meeker,
attorney-in-fact

07/29/2009

**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) The reported transaction is an amendment of outstanding options to extend their expiration date from February 5, 2014 to February 5, 2017. This amendment is deemed to involve the cancellation of the "old" options and the grant of replacement options.

These stock options were originally granted on February 5, 2007. The stock options vest in four equal installments on May 5, 2007, August 5, 2007, November 5, 2007 and February 5, 2008 and were originally scheduled to expire on the seventh anniversary of the date of grant. The exercise price of the stock options is equal to or greater than the fair market value of the common stock of Hanesbrands Inc. (the "Company") on the date of grant.
 - (2)
 - (3) The reported transaction is an amendment of outstanding options to extend their expiration date from February 4, 2015 to February 4, 2018. This amendment is deemed to involve the cancellation of the "old" options and the grant of replacement options.

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- (4) These stock options were originally granted on February 4, 2008. The stock options vest in four equal installments on May 4, 2008, August 4, 2008, November 4, 2008 and February 4, 2009 and were originally scheduled to expire on the seventh anniversary of the date of grant. The exercise price of the stock options is equal to or greater than the fair market value of the Company's common stock on the date of grant.

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.