

Evans Gerald  
Form 4  
July 29, 2009

**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 \*  
Evans Gerald

(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)

Pres Intl Bus & Global SC

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

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		(A) or Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)	(D)				
Employee Stock Option (right to buy)	\$ 22.37	07/27/2009	D <sup>(1)</sup>			52,029	<u>(2)</u>	09/26/2011	Common Stock	52,029
Employee Stock Option (right to buy)	\$ 22.37	07/27/2009	A <sup>(1)</sup>		52,029		<u>(2)</u>	09/26/2016	Common Stock	52,029
Employee Stock Option (right to buy)	\$ 22.37	07/27/2009	D <sup>(3)</sup>			57,588	<u>(4)</u>	09/26/2013	Common Stock	57,588
Employee Stock Option (right to buy)	\$ 22.37	07/27/2009	A <sup>(3)</sup>		57,588		<u>(4)</u>	09/26/2016	Common Stock	57,588
Employee Stock Option (right to buy)	\$ 22.37	07/27/2009	D <sup>(3)</sup>			57,588	<u>(4)</u>	09/26/2013	Common Stock	57,588
Employee Stock Option (right to buy)	\$ 22.37	07/27/2009	A <sup>(3)</sup>		57,588		<u>(4)</u>	09/26/2016	Common Stock	57,588
Employee Stock Option (right to buy)	\$ 22.37	07/27/2009	D <sup>(3)</sup>			42,989	<u>(5)</u>	09/26/2013	Common Stock	42,989
Employee Stock Option (right to buy)	\$ 22.37	07/27/2009	A <sup>(3)</sup>		42,989		<u>(5)</u>	09/26/2016	Common Stock	42,989

Employee  
Stock  
Option  
(right to  
buy)

\$ 25.1

07/27/2009

D<sup>(6)</sup>

54,839

(7)

02/05/2014

Common  
Stock

54,

Employee  
Stock  
Option  
(right to  
buy)

\$ 25.1

07/27/2009

A<sup>(6)</sup>

54,839

(7)

02/05/2017

Common  
Stock

54,

Employee  
Stock  
Option  
(right to  
buy)

\$ 25.1

07/27/2009

D<sup>(8)</sup>

85,106

(9)

02/04/2015

Common  
Stock

85,

Employee  
Stock  
Option  
(right to  
buy)

\$ 25.1

07/27/2009

A<sup>(8)</sup>

85,106

(9)

02/04/2018

Common  
Stock

85,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Evans Gerald 1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105			Pres Intl Bus & Global SC	

## 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 September 26, 2011 to September 26, 2016. This amendment is deemed to involve the cancellation of the "old" options and the grant of replacement options.

(2) These stock options were originally granted on September 26, 2006. The stock options were vested and exercisable on the original date of grant and were originally scheduled to expire on the fifth 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.

(3) The reported transaction is an amendment of outstanding options to extend their expiration date from September 26, 2013 to September 26, 2016. This amendment is deemed to involve the cancellation of the "old" options and the grant of replacement options.

(4) These stock options were originally granted on September 26, 2006. The stock options vest 33%, 33% and 34% on the first anniversary, the second anniversary and the third anniversary, respectively, of the original date of grant 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

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Company's common stock on the date of grant.

(5) These stock options were originally granted on September 26, 2006. The stock options vest 50% on August 31, 2007 and 50% on August 31, 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 Company's common stock on the date of grant.

(6) 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.

(7) These stock options were originally granted on February 5, 2007. The stock options vest 33%, 34% and 33% on the first anniversary, the second anniversary and the third anniversary, respectively, of the original date of grant 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.

(8) 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.

(9) These stock options were originally granted on February 4, 2008. The stock options vest 33%, 33% and 34% on the first anniversary, the second anniversary and the third anniversary, respectively, of the original date of grant 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.

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