

NOLL RICHARD A
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 *
NOLL RICHARD A

(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)
Chairman and CEO

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 | 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 (A) or | 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) Code | Disposed of (D) | | Date Exercisable | Expiration Date | Title | A |
|--------------------------------------|------------------------------|------------------|------------------|----------------------|---------|------------------|-----------------|--------------|---|
| | | | | (Instr. 3, 4, and 5) | (D) | | | | |
| Employee Stock Option (right to buy) | \$ 22.37 | 07/27/2009 | D ⁽¹⁾ | | 71,011 | <u>(2)</u> | 09/26/2011 | Common Stock | |
| Employee Stock Option (right to buy) | \$ 22.37 | 07/27/2009 | A ⁽¹⁾ | 71,011 | | <u>(2)</u> | 09/26/2016 | Common Stock | |
| Employee Stock Option (right to buy) | \$ 22.37 | 07/27/2009 | D ⁽³⁾ | | 203,252 | <u>(4)</u> | 09/26/2013 | Common Stock | 2 |
| Employee Stock Option (right to buy) | \$ 22.37 | 07/27/2009 | A ⁽³⁾ | 203,252 | | <u>(4)</u> | 09/26/2016 | Common Stock | 2 |
| Employee Stock Option (right to buy) | \$ 22.37 | 07/27/2009 | D ⁽³⁾ | | 162,602 | <u>(4)</u> | 09/26/2013 | Common Stock | 1 |
| Employee Stock Option (right to buy) | \$ 22.37 | 07/27/2009 | A ⁽³⁾ | 162,602 | | <u>(4)</u> | 09/26/2016 | Common Stock | 1 |
| Employee Stock Option (right to buy) | \$ 22.37 | 07/27/2009 | D ⁽³⁾ | | 121,382 | <u>(5)</u> | 09/26/2013 | Common Stock | 1 |
| Employee Stock Option (right to buy) | \$ 22.37 | 07/27/2009 | A ⁽³⁾ | 121,382 | | <u>(5)</u> | 09/26/2016 | Common Stock | 1 |
| | \$ 25.1 | 07/27/2009 | D ⁽⁶⁾ | | 445,161 | <u>(7)</u> | 02/05/2014 | | 4 |

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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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