

WYATT E LEE
Form 4
November 02, 2010

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 *
WYATT E LEE

(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)
10/29/2010

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)
EVP, CFO

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 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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(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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Filing Date

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)									(Instr. 8)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Phantom Stock <u>(1)</u>	<u>(2)</u>	10/29/2010	I		837		10/29/2010	10/29/2010	Common Stock	837	\$	2	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WYATT E LEE 1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105			EVP, CFO	

Signatures

Catherine A. Meeker,
Attorney-in-Fact

11/02/2010

**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, 837 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).

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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