

| OMB APPROVAL             |           |
|--------------------------|-----------|
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Nictakis William J</u><br><br>(Last) (First) (Middle)<br><u>1000 EAST HANES MILL ROAD</u><br><br>(Street)<br><u>WINSTON- NC 27105</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Hanesbrands Inc. [ HBI ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Pres, Chief Commercial Officer</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>07/27/2009</u>          |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                       | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |

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 Derivative Security | 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 (D) (Instr. 3, 4 and 5) |         | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D)     | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Employee Stock Option (right to buy)       | \$29.35  | 07/27/2009                           |  | D <sup>(1)</sup>               |   |  | 140,187 | (2)  | 12/11/2014      | Common Stock  | 140,187                                    | \$0.00   | 0   | D  |       |
| Employee Stock Option (right to buy)       | \$29.35  | 07/27/2009                           |  | A <sup>(1)</sup>               |   |  | 140,187 | (2)  | 12/11/2017      | Common Stock  | 140,187                                    | \$0.00   | 140,187   | D  |       |
| Employee Stock Option (right to buy)       | \$25.1   | 07/27/2009                           |  | D <sup>(3)</sup>               |   |  | 85,106  | (4)  | 02/04/2015      | Common Stock  | 85,106                                     | \$0.00   | 0   | D  |       |
| Employee Stock Option (right to buy)       | \$25.1   | 07/27/2009                           |  | A <sup>(3)</sup>               |   |  | 85,106  | (4)  | 02/04/2018      | Common Stock  | 85,106                                     | \$0.00   | 85,106  | D  |       |

Explanation of Responses:

- The reported transaction is an amendment of outstanding options to extend their expiration date from December 11, 2014 to December 11, 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 December 11, 2007. 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 common stock of Hanesbrands Inc. (the "Company") on the date of grant.
- 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.
- 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.

Remarks:

Catherine Meeker, attorney-in-fact 07/29/2009

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.