

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

1. Name and Address of Reporting Person* <u>Flatow Michael</u>  (Last) (First) (Middle) <u>1000 EAST HANES MILL ROAD</u>  (Street) <u>WINSTON-SALEM NC 27105</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Hanesbrands Inc. [ HBI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, GM Wholesale Americas</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/26/2006</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>09/28/2006</u>		

**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			
Common Stock	09/26/2006		A		13,721 <sup>(1)</sup>	A	\$0.00	15,653 <sup>(2)(3)</sup>	D	
Common Stock	09/26/2006		A		18,999 <sup>(4)</sup>	A	\$0.00	34,652 <sup>(3)</sup>	D	
Common Stock	09/26/2006		A		18,999 <sup>(5)</sup>	A	\$0.00	53,651 <sup>(3)</sup>	D	

**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)		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)					

**Explanation of Responses:**

- Consists of restricted stock units that upon vesting are settled on a one-for-one basis in shares of common stock, with 50% vesting on August 31, 2007 and 50% vesting on August 31, 2008.
- Includes 1,932 shares of common stock acquired in connection with the spin-off of the company's shares by Sara Lee Corporation in a transaction that is exempt from reporting under Section 16(a).
- This amendment adds 125 shares acquired in connection with the spin-off of the company's shares by Sara Lee Corporation that were inadvertently omitted from Mr. Flatow's beneficial ownership total shown on his Form 4 dated September 28, 2006.
- Consists of restricted stock units that upon vesting are settled on a one-for-one basis in shares of common stock, vesting in three equal annual installments beginning September 26, 2007.
- Consists of restricted stock units that upon vesting are settled on a one-for-one basis in shares of common stock. All restricted stock units vest on September 26, 2009.

**Remarks:**

Catherine Meeker, attorney-in-fact 10/06/2006

\*\* 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.