

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>Flatow Michael</u>			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>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/26/2006</u>					
<u>1000 EAST HANES MILL ROAD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street)	(State)	(Zip)						
<u>WINSTON- SALEM</u>	<u>NC</u>	<u>27105</u>						
(City)	(State)	(Zip)						

**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	15,528 <sup>(2)</sup>	D	
Common Stock	09/26/2006		A		18,999 <sup>(3)</sup>	A	\$0.00	34,527	D	
Common Stock	09/26/2006		A		18,999 <sup>(4)</sup>	A	\$0.00	53,526	D	
Common Stock								48	I	By 401(k) plan

**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					
Employee Stock Option (right to buy)	\$22.37	09/26/2006		A		42,989		(5)	09/26/2013	Common Stock 42,989	\$0.00	42,989	D	
Employee Stock Option (right to buy)	\$22.37	09/26/2006		A		57,588		(6)	09/26/2013	Common Stock 57,588	\$0.00	57,588	D	
Employee Stock Option (right to buy)	\$22.37	09/26/2006		A		57,588		(6)	09/26/2013	Common Stock 57,588	\$0.00	57,588	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 1,807 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).
- 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.
- The options vest in two equal annual installments beginning August 31, 2007.
- The options vest in three equal annual installments beginning September 26, 2007.

**Remarks:**

Catherine Meeker, attorney-in-fact 09/28/2006

\*\* 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.

