## FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

wasnington, 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).

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*  NOLL RICHARD A   |   |  |  |         |  | 2. Issuer Name and Ticker or Trading Symbol Hanesbrands Inc. [ HBI ] |                         |              |   |  |  |                     |  |   | 5. Relationship of Reportir (Check all applicable)  X Director |  |               | 10% Owner  |   |  |
|--|---|--|--|---------|--|--|-------------------------|--------------|---|--|--|---------------------|--|---|--|--|---------------|--|---|--|
| (Last) (First) (Middle) 1000 EAST HANES MILL ROAD  |   |  |  |         |  | 3. Date of Earliest Transaction (Month/Day/Year) 09/26/2006          |                         |              |   |  |  |                     |  |   | below)   | give title   | EO            | Other (s<br>below)   | респу                                   |  |
| (Street) WINSTON- SALEM  (City) (State) (Zip)  |   |  |  | 4.      | 4. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Cline)  X Form filed by One Reporti Form filed by More than O |  |                         |              |   |  |  |                     |  |   | rting Person   |  |               |  |   |  |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   |   |  |  |         |  |  |                         |              |   |  |  |                     |  |   |  |  |               |  |   |  |
| 1. Title of Security (Instr. 3)  2. Transa Date (Month/D   |   |  |  | actio   | n  | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year)          |                         | 3.<br>Transa | ction   | 4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 |  |                     |  | 5. Amour<br>Securitie<br>Beneficia<br>Owned F | s<br>lly<br>ollowing   | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)                                |               | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership                      |   |  |
|  |   |  |  |         |  |  |                         |              | Code  | v  | Amount   |                     | (A) or<br>(D)  | Price   | Reported<br>Transacti<br>(Instr. 3 a                           | on(s)  |               |  | Instr. 4)                               |  |
| Common Stock   |   |  |  | 09/26   | 6/200  | 06   |                         |              | A   |  | 38,742   | (1)                 | A  | \$0.00  | 41,5   | 554 <sup>(2)</sup>   |               | D  |   |  |
| Common Stock   |   |  |  | 09/26   | 09/26/2006   |  |                         |              | A   |  | 53,643   | 3(3)                | Α  | \$0.00  | 95,  | 197  |               | D  |   |  |
| Common Stock   |   |  |  | 09/26   | 09/26/2006   |  |                         |              | A   |  | 67,054   | ,054 <sup>(4)</sup> |  | \$0.00  | 162,251  |  |               | D  |   |  |
| Common Stock   |   |  |  |         |  |  |                         |              |   |  |  |                     |  |   | 73   | 38   |               | I  | By<br>401(k)<br>plan                    |  |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |   |  |  |         |  |  |                         |              |   |  |  |                     |  |   |  |  |               |  |   |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution D<br>if any<br>(Month/Day/ | ate, Ti | 4.<br>Transaction<br>Code (Instr.<br>8)  |  | 5. Number of Derivative |              | 6. Date Exercisal<br>Expiration Date<br>(Month/Day/Year |  | able and 7. Title of Sec<br>r) Under<br>Deriva |                     | Fitle and Amount Securities derlying rivative Security str. 3 and 4) |   | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)            | 9. Numbe<br>derivative<br>Securities<br>Beneficia<br>Owned<br>Following<br>Reported<br>Transacti | e<br>s<br>lly | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | Beneficial<br>Ownership<br>t (Instr. 4) |  |
|  |   |  |  | С       | ode  | v  | (A)                     | (D)          | Date<br>Exercisal                                       |  | Expiration<br>Date                             | Title               | 0 N  | mount<br>r<br>umber<br>f Shares               |  | (Instr. 4)   | 011(3)        |  |   |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy)   | \$22.37   | 09/26/2006                                 |  |         | A  |  | 121,382                 |              | (5)   | (  | 09/26/2013                                     | Com                 |  |   | \$0.00   | 121,382  |               | D  |   |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy)   | \$22.37   | 09/26/2006                                 |  |         | A  |  | 162,602                 |              | (6)   | (  | 09/26/2013                                     | Com:<br>Sto         |  | 62,602  | \$0.00   | 162,602  |               | D  |   |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy)   | \$22.37   | 09/26/2006                                 |  |         | A  |  | 203,252                 |              | (6)   | (  | 09/26/2013                                     | Com:<br>Sto         |  | 03,252  | \$0.00   | 203,252  |               | D  |   |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy)   | \$22.37   | 09/26/2006                                 |  |         | A  |  | 71,011                  |              | 09/26/20  | 06   | 09/26/2011                                     | Com:<br>Sto         |  | 71,011  | \$0.00   | 71,01  | 1             | D  |   |  |

#### **Explanation of Responses:**

- 1. 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.
- 2. Includes 2,812 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).
- 3. 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.
- 4. 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.
- 5. The options vest in two equal annual installments beginning August 31, 2007.
- 6. The options vest in three equal annual installments beginning September 26, 2007.

### Remarks:

Catherine Meeker, attorney-in-

09/28/2006

<u>fact</u>

\*\* 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.

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