NOLL RICHARD A Form 4 July 29, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

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obligations

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **NOLL RICHARD A**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

Hanesbrands Inc. [HBI]

(Check all applicable)

(First) (Middle) (Last)

3. Date of Earliest Transaction (Month/Day/Year)

_X__ Director 10% Owner X_ Officer (give title Other (specify

1000 EAST HANES MILL ROAD

07/27/2009

below)

Chairman and CEO

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

WINSTON-SALEM, NC 27105

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

(A)

(Instr. 3, 4 and 5)

Reported Transaction(s)

Following

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Securities Code Acquired (A) or

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Am Underlying Sec (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative		(Month/Day/Year)	(Instr. 8)	(Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)					
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N Sl
Employee Stock Option (right to buy)	\$ 22.37	07/27/2009		D <u>(1)</u>		71,011	<u>(2)</u>	09/26/2011	Common Stock	,
Employee Stock Option (right to buy)	\$ 22.37	07/27/2009		A(1)	71,011		(2)	09/26/2016	Common Stock	·
Employee Stock Option (right to buy)	\$ 22.37	07/27/2009		D(3)		203,252	<u>(4)</u>	09/26/2013	Common Stock	2
Employee Stock Option (right to buy)	\$ 22.37	07/27/2009		A(3)	203,252		<u>(4)</u>	09/26/2016	Common Stock	2
Employee Stock Option (right to buy)	\$ 22.37	07/27/2009		D(3)		162,602	<u>(4)</u>	09/26/2013	Common Stock	1
Employee Stock Option (right to buy)	\$ 22.37	07/27/2009		A(3)	162,602		<u>(4)</u>	09/26/2016	Common Stock	1
Employee Stock Option (right to buy)	\$ 22.37	07/27/2009		D(3)		121,382	<u>(5)</u>	09/26/2013	Common Stock	1
Employee Stock Option (right to buy)	\$ 22.37	07/27/2009		A(3)	121,382		<u>(5)</u>	09/26/2016	Common Stock	1
	\$ 25.1	07/27/2009		D(6)		445,161	<u>(7)</u>	02/05/2014		4

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Employee Stock Option							Common Stock
(right to buy)							
Employee Stock Option (right to buy)	\$ 25.1	07/27/2009	A(6)	445,161	<u>(7)</u>	02/05/2017	Common Stock
Employee Stock Option (right to buy)	\$ 25.1	07/27/2009	D(8)	652,482	<u>(9)</u>	02/04/2015	Common Stock 6
Employee Stock Option (right to	\$ 25.1	07/27/2009	A(8)	652,482	<u>(9)</u>	02/04/2018	Common Stock 6

Reporting Owners

Reporting Owner Name / Address	Relationships					
--	Director	10% Owner	Officer	Other		
NOLL RICHARD A						
1000 EAST HANES MILL ROAD	X		Chairman and CEO			
WINSTON-SALEM, NC 27105						

Signatures

buy)

Catherine Meeker,

attorney-in-fact 07/29/2009

**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).
- (1) The reported transaction is an amendment of outstanding options to extend their expiration date from September 26, 2011 to September 26, 2016. 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 September 26, 2006. The stock options were vested and exercisable on the original date of grant and were originally scheduled to expire on the fifth 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.
- (3) The reported transaction is an amendment of outstanding options to extend their expiration date from September 26, 2013 to September 26, 2016. This amendment is deemed to involve the cancellation of the "old" options and the grant of replacement options.
- (4) These stock options were originally granted on September 26, 2006. 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

Reporting Owners 3

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Company's common stock on the date of grant.

- These stock options were originally granted on September 26, 2006. The stock options vest 50% on August 31, 2007 and 50% on August (5) 31, 2008 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.
- (6) The reported transaction is an amendment of outstanding options to extend their expiration date from February 5, 2014 to February 5, 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 February 5, 2007. The stock options vest 33%, 34% and 33% 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.
- 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.
- (9) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.