

Upchurch W Howard Jr  
 Form 3  
 February 04, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Upchurch W Howard Jr		(Month/Day/Year)	Hanesbrands Inc. [HBI]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1000 EAST HANES MILL ROAD		01/29/2008	(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
WINSTON SALEM, NC 27106			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			EVP, GM of Domestic Innerwear	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	32,427	D	
Common Stock	62	I	By 401(k) plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	09/26/2013	Common Stock	22,759	\$ 22.37	D	Â
Employee Stock Option (right to buy)	Â (2)	09/26/2013	Common Stock	30,488	\$ 22.37	D	Â
Employee Stock Option (right to buy)	Â (2)	09/26/2013	Common Stock	30,488	\$ 22.37	D	Â
Employee Stock Option (right to buy)	Â (3)	09/26/2011	Common Stock	13,873	\$ 22.37	D	Â
Employee Stock Option (right to buy)	Â (4)	02/05/2014	Common Stock	29,032	\$ 25.1	D	Â
Phantom Stock (5)	Â (6)	Â (6)	Common Stock	743	\$ (7)	D	Â
Phantom Stock (8)	Â (9)	Â (9)	Common Stock	3,045	\$ (8)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Upchurch W Howard Jr 1000 EAST HANES MILL ROAD WINSTON SALEM, NC 27106	Â	Â	Â EVP, GM of Domestic Innerwear	Â

## Signatures

Catherine A. Meeker,  
Attorney-in-Fact

02/04/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 options vest in two equal annual installments on August 31, 2007 and August 31, 2008.
- (2) The options vest in three installments of 33% on September 26, 2008, 33% on September 26, 2009 and 34% on September 26, 2010.
- (3) The options were immediately exercisable upon grant on September 26, 2006.
- (4) The options vest in three installments of 33% on February 5, 2008, 34% on February 5, 2009 and 33% on February 5, 2010.
- (5) Represents a Stock Equivalent Account balance under the Hanesbrands Inc. Executive Deferred Compensation Plan. Balances in the Stock Equivalent Account may not be reallocated and are settled on a share-for-share basis of Hanesbrands Inc. common stock.  
Balances in the Stock Equivalent Account are settled on a share-for-share basis of Hanesbrands Inc. common stock at the time specified
- (6) by the Reporting Person at the time of the Reporting Person's deferral election, which in no case shall be prior to the January 1 following the first anniversary of the date the deferral election is made.

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(7) 1-for-1

Represents a hypothetical investment in Hanesbrands Inc. common stock under the Hanesbrands Inc. Supplemental Employee Retirement Plan (the "Plan"). Following the Reporting Person's retirement or other termination of employment from Hanesbrands Inc., balances in

(8) the Plan are settled in cash based on the value of Hanesbrands Inc. common stock on the applicable distribution dates determined under the terms of the Plan. The number of share equivalents shown is an estimate because the Reporting Person's interest in the plan is denominated in units.

(9) Following the Reporting Person's retirement or other termination of employment from Hanesbrands Inc., balances in the Plan are settled in cash based on the value of Hanesbrands Inc. common stock on the applicable distribution dates determined under the terms of the Plan.

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.