

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 * Upchurch W Howard Jr (Last) (First) (Middle) 1000 EAST HANES MILL ROAD (Street) WINSTON SALEM, NC 27106 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 01/29/2008 | 3. Issuer Name and Ticker or Trading Symbol Hanesbrands Inc. [HBI] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, GM of Domestic Innerwear | 5. If Amendment, Date Original Filed(Month/Day/Year) | 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 | By 401(k) plan |
| 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.

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