NELSON RO	NALD L									
Form 4										
December 11,	, 2009									
FORM	4								PPROVAL	
UNITED STATES SEC			CURITIES Washingto			NGE	COMMISSION	OMB Number:	3235-0287	
Check this if no longe								Expires:	January 31	
subject to	STATEM	ENT OF CH		GES IN BENEFICIAL OWNERSHIP O				Estimated average		
Section 16		SECURITIES							burden hours per	
Form 4 or Form 5	Eiled muno	uant to Casti	an 16(a) af	the Seen	nition F	vohon	a = A a t a f 1024	response	0.5	
obligations	^						ge Act of 1934, of 1935 or Sectio	n		
may contir	nue.		he Investme	•	- ·			11		
See Instruct 1(b).	cuon			in comp						
(Print or Type Re	esponses)									
1. Name and Ad	ldress of Reporting Po	$erson \frac{*}{2}$ 2.	Issuer Name a	nd Ticker	or Tradiı	ng	5. Relationship of	f Reporting Per	son(s) to	
NELSON RONALD L Symbol			ıbol			C	Issuer			
		Hai	nesbrands I	nc. [HBI]			(Chec	k all applicable	a)	
(Last)	(First) (Mi	iddle) 3. D	ate of Earliest	Transactio	n		(Chee	k an application	-)	
			onth/Day/Year	th/Day/Year)			_X_ Director10% Owner			
1000 EAST H	HANES MILL RO	DAD 12/	09/2009				Officer (give below)	title Oth below)	er (specify	
	(Street)		Amendment,	-	nal		6. Individual or Jo	oint/Group Filin	ng(Check	
		File	d(Month/Day/Y	'ear)			Applicable Line) _X_ Form filed by (One Reporting P	arcon	
WINSTON S	SALEM, NC 2710)5						More than One Re		
(City)	(State) (Z	Zip)	Table I - Nor	n-Derivativ	e Secur	ities Ac	quired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any	3. te, if Transa Code	TransactionAcquired (A) or			Securities I	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
		(Month/Day/	Year) (Instr.				Following	Indirect (I) (Instr. 4)		
					(A)		Reported Transaction(s)			
			Code	V Amo	or int (D)	Price	(Instr. 3 and 4)			
Common				7,70	3			-		
Stock	12/09/2009		D	<u>(1)</u>	D	<u>(1)</u>	19,521	D		

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

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 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. Transactio Code (Instr. 8)	5. Number on f Deriva Securities Acquired (A) or Disposed (D) (Instr. 3, 4 and 5)	tive s of	6. Date Exer Expiration D (Month/Day,	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Pric Deriva Securi (Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (2)	(3)	12/09/2009		А	7,703 (1)		(4)	(4)	Common Stock	7,703	\$ 24.

Reporting Owners

Reporting Owner Name / Address		Relationsh		
Topology of the Lame (Law cos	Director	10% Owner	Officer	Other
NELSON RONALD L 1000 EAST HANES MILL ROAD WINSTON SALEM, NC 27105	Х			
Signatures				
Catherine A. Meeker, attorney in fact	12	/11/2009		
**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).

Represents a deferral by the Reporting Person of 7,703 shares of Hanesbrands Inc. common stock upon the vesting of restricted stock units granted to the Reporting Person on December 9, 2008. The amount deferred was contributed to a Stock Equivalent Account balance under the Hanesbrands Inc. Non-Employee Director Deferred Compensation Plan (the "Plan") as determined by reference to the closing market quote for Hanesbrands Inc. common stock on December 9, 2009.

(2) Represents a Stock Equivalent Account balance under the 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.

(3) 1-for-1

Balances in the Stock Equivalent Account are settled on a share-for-share basis of Hanesbrands Inc. common stock (i) with respect to deferrals prior to January 1, 2008, at the time specified by the Reporting Person at the time of the Reporting Person's deferral election,

(4) which in no case shall be prior to the January 1 following the first anniversary of the date the deferral election is made and (ii) with respect to deferrals on or after January 1, 2008, on the earlier of the fifth anniversary of the date of the deferral or the Reporting Person's separation from service as a member of the Hanesbrands Inc. board of directors.

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. text 1.0pt;padding:0pt .7pt 0pt 0pt;width:33.48%;">

/s/ Georgia Lee

Name:

Georgia Lee

Title:

Vice President and Treasurer

H&F INTERNATIONAL PARTNERS IV-A (BERMUDA), L.P.

By:

H&F Investors IV (Bermuda), L.P.,

its General Partner

By:

H&F Corporate Investors IV (Bermuda) Ltd.,

its General Partner

By:

/s/ Georgia Lee

Name:

Georgia Lee

Title:

Vice President and Treasurer

H&F INTERNATIONAL PARTNERS IV-B (BERMUDA), L.P.

By:

H&F Investors IV (Bermuda), L.P.,

its General Partner

By:

H&F Corporate Investors IV (Bermuda) Ltd.,

its General Partner

By:

/s/ Georgia Lee

Name:

Georgia Lee

Title:

Vice President and Treasurer

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H&F EXECUTIVE FUND IV(BERMUDA), L.P.

- By: H&F Investors IV (Bermuda), L.P., its General Partner
 - By: H&F Corporate Investors IV (Bermuda) Ltd., its General Partner

By:

/s/ Georgia Lee Name: Title:

Georgia Lee Vice President and Treasurer

H&F INVESTORS IV (BERMUDA), L.P.

- By: H&F Investors IV (Bermuda), L.P., its General Partner
 - H&F Corporate Investors IV (Bermuda) Ltd., By: its General Partner

By:

/s/ Georgia Lee Name: Title:

Georgia Lee Vice President and Treasurer

H&F CORPORATE INVESTORS IV (BERMUDA) LTD.

By: /s/ Georgia Lee

Title:

Name: Georgia Lee Vice President and Treasurer

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Schedule I

Set forth below is the name, principal occupation and percentage ownership of each of the holders of H&F Investors IV (Bermuda), Ltd. Each of the following individuals is a United States citizen and unless otherwise indicated below, the business address is c/o Hellman & Friedman LLC, One Maritime Plaza, 12th Floor, San Francisco, California 94111.

Name	Owned	Principal Occupation	Business Address	
Matthew R. Barger	9.9%	Private Equity Investor, Hellman & Friedman LLC (H&F)		
John L. Bunce, Jr.	9.9%	Private Equity Investor, H&F	675 Sun Valley, Ste. N Ketchum, ID 83340	
Mitchell R. Cohen	9.9%	Private Equity Investor, H&F		
Philip U. Hammarskjold	9.9%	Private Equity Investor, H&F		
Patrick J. Healy	9.9%	Private Equity Investor, Hellman & Friedman Europe Limited	Burdett House, 6th Floor 15-16 Buckingham Street London, WC2N 6DU	
F. Warren Hellman	9.9%	Private Equity Investor, H&F		
Georgia Lee	9.9%	Private Equity Investor, H&F		
Brian M. Powers	9.9%	Private Equity Investor, H&F		
Thomas F. Steyer	9.9%	Senior Managing Member, Farallon Capital Management, L.L.C.	One Maritime Plaza, Suite 1325 San Francisco, CA 94111	
Allen R. Thorpe	1.0%	Private Equity Investor, H&F	375 Park Avenue, 20th Floor	
David R. Tunnell	9.9%	Private Equity Investor, H&F	New York, NY 10152	