Nictakis William J Form 4/A January 06, 2012

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction STATEMENT OF CHANGES IN 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

2. Issuer Name and Ticker or Trading

Hanesbrands Inc. [HBI]

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

3.

12/30/2011

01/04/2012

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person *

Nictakis William J

(First) (Middle) (Last)

1000 EAST HANES MILL ROAD

(Street)

WINSTON-SALEM, NC 27105

(City) (State)

(Zip)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(Instr. 3)

Execution Date, if

(Month/Day/Year)

Symbol

Code (Instr. 8)

Disposed of (D)

TransactionAcquired (A) or

(Instr. 3, 4 and 5)

4. Securities

Following (A)

Reported Transaction(s) (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.

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

1. Title of Derivative Conversion Security or Exercise

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

Execution Date, if any

4. Transactionof Code

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

7. Title and Amount of 8. I Underlying Securities (Instr. 3 and 4)

1

De

Sec

OMB APPROVAL

OMB 3235-0287 Number: January 31,

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burden hours per response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

6. Ownership

Form: Direct

(D) or Indirect Beneficial

X Form filed by One Reporting Person

(I)

(Instr. 4)

(Check all applicable)

below) Co-Chief Operating Officer

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Director

Applicable Line)

_X__ Officer (give title

0.5

10% Owner

Other (specify

7. Nature of

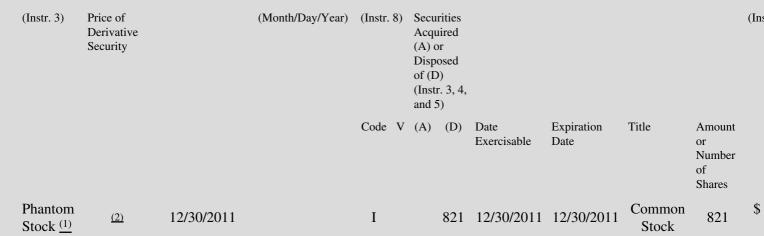
Ownership

(9-02)

(Instr. 4)

Indirect

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Nictakis William J 1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105

Co-Chief Operating Officer

Signatures

Joia M. Johnson, Attorney-in-Fact

**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 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.

 (1) or as otherwise permitted under the terms of the Plan, balances in the Plan are settled in cash based on the value of Hanesbrands Inc. common stock on the applicable valuation 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.
 - Represents a payout of phantom stock units under the Plan pursuant to an election made by the Reporting Person in 2008. Each phantom stock unit represents a hypothetical investment in Hanesbrands Inc. common stock under the Plan. On December 30, 2011, 821 of the
- (2) Reporting Person's phantom stock units were settled for cash. The dollar amount being distributed to the Reporting Person was determined by multiplying the number of share equivalents being distributed to the Reporting Person by \$24.63 (the closing price for Hanesbrands Inc. common stock on the valuation date of November 30, 2011).
- (3) The balance is determined by dividing the value in the Reporting Person's account following the reported transaction by \$21.86 (the closing price for Hanesbrands Inc. common stock on the transaction date of December 30, 2011).

Remarks:

Amended report is submitted only for purposes of updating the Power of Attorney on file with the U.S. Securities and Exchange

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