

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Upchurch W Howard Jr</u>  (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 <u>Hanesbrands Inc. [ HBI ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP, GM of Domestic Innerwear	5. If Amendment, Date of Original Filed (Month/Day/Year) 02/04/2008  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	37,121 <sup>(1)</sup>	D	
Common Stock	62	I	By 401(k) plan

**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 Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Employee Stock Option (right to buy)	(2)	09/26/2013	Common Stock	22,759	22.37	D
Employee Stock Option (right to buy)	(3)	09/26/2013	Common Stock	30,488	22.37	D
Employee Stock Option (right to buy)	(3)	09/26/2013	Common Stock	30,488	22.37	D
Employee Stock Option (right to buy)	(4)	09/26/2011	Common Stock	13,873	22.37	D
Employee Stock Option (right to buy)	(5)	02/05/2014	Common Stock	29,032	25.1	D
Phantom Stock <sup>(6)</sup>	(7)	(7)	Common Stock	743	(8)	D
Phantom Stock <sup>(9)</sup>	(10)	(10)	Common Stock	3,045	(9)	D

**Explanation of Responses:**

- This amendment includes 4,694 shares of Hanesbrands Inc. common stock that were beneficially owned by the Reporting Person at the time of the filing of a Form 3 by the Reporting Person on February 4, 2008, but were inadvertently omitted from the total beneficial ownership reported on that Form 3.
- The options vest in two equal installments on August 31, 2007 and August 31, 2008.
- The options vest in three installments of 33% on September 26, 2007, 33% on September 26, 2008 and 34% on September 26, 2009.
- The options were immediately exercisable upon grant on September 26, 2006.
- The options vest in three installments of 33% on February 5, 2008, 34% on February 5, 2009 and 33% on February 5, 2010.
- 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 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.
- 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 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.
- 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.

**Remarks:**

Catherine A. Meeker, 09/10/2008  
Attorney-in-Fact

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.