## Edgar Filing: NELSON RONALD L - Form 4

NELSON RON	NALD L											
Form 4 December 10, 2	2010											
FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								PPROVAL 3235-0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Sec 30(h) of the Investment Company Act of 1940						ge Act of 1934, f 1935 or Sectio	Estimated average burden hours per response 0.5					
1(b). (Print or Type Res	sponses)											
NELSON RONALD L Symbol				Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
				Earliest Transaction Day/Year)				(Check all applicable) <u>X</u> Director Officer (give title 10% Owner below) Other (specify below)				
				ndment, Date Original th/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
WINSTON SA	ALEM, NC 271	05						Form filed by I Person	More than One R	eporting		
(City)	(State) (	Zip)	Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
	ty (Month/Day/Year) Execution Date, if		3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	12/08/2010			Code V D	Amount 4,521 (1)	(A) or (D) D	Price ( <u>1)</u>	Transaction(s) (Instr. 3 and 4) 29,050	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)

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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. Transact Code (Instr. 8)	Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (2)	(3)	12/08/2010		А	4,521 (1)		(4)	(4)	Common Stock	4,521	\$ 27 <u>(1</u>

## **Reporting Owners**

Reporting Owner Name / Address		Relationsh		
	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/	/10/2010		
**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).

(1) Represents a deferral by the Reporting Person of 4,521 shares of Hanesbrands Inc. common stock upon the vesting of restricted stock units granted to the Reporting Person on December 8, 2009. 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 8, 2010.

- (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.