

V F CORP  
Form S-8  
May 18, 2007

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

**FORM S-8**  
**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**V.F. CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Pennsylvania**

(State or Other Jurisdiction  
of Incorporation or Operation)

**23-1180120**

(I.R.S. Employer Identification Number)

**105 Corporate Center Blvd.**

**Greensboro, North Carolina 27408**

(Address of Principal Executive Offices, including Zip Code)

**1996 STOCK COMPENSATION PLAN**

(Full Title of the Plan)

**Candace S. Cummings, Esq.**

**Vice President Administration, General Counsel and Secretary**

**V.F. Corporation**

**P.O. Box 21488**

**Greensboro, North Carolina 27420**

**(336) 424-6000**

(Name, Address And Telephone Number, Including Area Code, of Agent For Service)

**CALCULATION OF REGISTRATION FEE**

<b>Title of shares to be registered</b>	<b>Amount to be registered (2)</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock (no par value; stated capital \$1.00 per share) (1)	10,000,000	\$ 88.64(3)	\$ 886,400,000	\$ 27,213

(1) In addition, this registration statement registers an indeterminate number of rights (the Rights ) to purchase Series A

Participating  
Cumulative  
Preferred Stock  
pursuant to the  
terms of a  
certain Rights  
Agreement  
between the  
Company and  
First Chicago  
Trust Company  
of New York, as  
Rights Agent, as  
amended. No  
separate  
consideration  
will be received  
for the Rights,  
which initially  
will trade  
together with  
the Common  
Stock.

- (2) In addition,  
pursuant to  
Rule 416 under  
the Securities  
Act of 1933,  
this registration  
statement also  
covers an  
indeterminate  
amount of:  
(a) interests to  
be offered or  
sold pursuant to  
the 1996 Stock  
Compensation  
Plan, and  
(b) additional  
shares which  
may be  
necessary to  
adjust the  
number of  
shares reserved  
for issuance  
pursuant to the  
1996 Stock  
Compensation

Plan for any future stock split, stock dividend or similar adjustment of the outstanding Common Stock of the registrant.

- (3) Estimated solely for the purposes of calculating the registration fee in accordance with Rule 457(c) under the Securities Act of 1933. The price and fee are computed based upon \$88.64, the average of the high and low prices for the common stock reported on the New York Stock Exchange on May 16, 2007.
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**Explanatory Note**

Pursuant to General Instruction E of Form S-8, this Registration Statement is being filed in order to register additional shares of Common Stock, no par value, stated capital \$1.00 per share, of V.F. Corporation (the Company), with respect to four currently effective Registration Statements on Form S-8 of the Company relating to the Company's 1996 Stock Compensation Plan.

The contents of Registration Statement on Form S-8 as filed on August 4, 1997, Registration No. 333-32789, as amended, the contents of Registration Statement on Form S-8 as filed on July 30, 1999, Registration No. 333-84193, as amended, the contents of Registration Statement on Form S-8 as filed on August 14, 2001, Registration No. 333-67502, as amended, and the contents of the Registration Statement on form S-8 as filed on August 25, 2004, Registration No. 333-118547, as amended, are incorporated by reference into this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

\*4.1 1996 Stock Compensation Plan, as amended and restated February 6, 2007 (Appendix B to the Company's 2007 proxy statement filed with the Securities and Exchange Commission on March 22, 2007).

5.1 Opinion of Pepper Hamilton LLP

23.1 Consent of PricewaterhouseCoopers LLP

23.2 Consent of Pepper Hamilton LLP (included in Exhibit 5.1)

24.1 Power of Attorney

\* Incorporated by reference.

**SIGNATURES**

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in Greensboro, North Carolina, on May 18, 2007.

V.F. CORPORATION

By: /s/ Mackey J. McDonald  
Mackey J. McDonald  
Chairman and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>DATE</u>
/s/ Mackey J. McDonald	May 18, 2007
Mackey J. McDonald Chairman and Chief Executive Officer	
/s/ Robert K. Shearer	May 18, 2007
Robert K. Shearer Senior Vice President and Chief Financial Officer	
/s/ Bradley W. Batten	May 18, 2007
Bradley W. Batten Vice President Controller and Chief Accounting Officer	

**DIRECTORS**

Juan Ernesto de Bedout \*  
Edward E. Crutchfield\*  
Ursula O. Fairbairn\*  
Barbara S. Feigin\*  
Eric C. Wiseman\*

George Fellows\*  
Daniel R. Hesse  
Robert J. Hurst\*  
W. Alan McCollough \*

Mackey J. McDonald\*  
Clarence Otis, Jr.\*  
M. Rust Sharp\*  
Raymond G. Viault \*

\*By: /s/ Candace S. Cummings  
Candace S. Cummings,  
Attorney-In-Fact

Date: May 18, 2007

**EXHIBIT INDEX**

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