

V F CORP

Form 4

September 29, 2006

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
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OTIS CLARENCE JR

(Last) (First) (Middle)

105 CORPORATE CENTER
BOULEVARD

(Street)

GREENSBORO, NC 27408

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
V F CORP [VFC]

3. Date of Earliest Transaction
(Month/Day/Year)
09/27/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 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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SEC 1474
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							(Instr. 9)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock ⁽¹⁾	<u>(2)</u>	09/27/2006	A		149.98 ⁽¹⁾		<u>(3)</u>	<u>(3)</u>	Common Stock	149.98	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OTIS CLARENCE JR 105 CORPORATE CENTER BOULEVARD GREENSBORO, NC 27408	X			

Signatures

Mark R. Townsend for Clarence Otis, Jr. (Pursuant to Signing Authority on File)

09/29/2006

 **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 phantom stock units ("PSUs") accrued under the VF Corporation Directors' Deferred Savings Plan ("Plan"), to be settled 100% in cash upon the reporting person's retirement. PSUs are acquired based on a fund in which a trustee invests contributions in shares of VF Corporation Common Stock in the open market. The number of PSUs owned may vary over time due to reinvestment by the trustee of dividends, the holding of a portion of the fund's assets in cash rather than shares, and changes in the proportionate interest in the fund of other participants. The reporting person receives quarterly statements regarding the fund. Accordingly, information regarding the number of PSUs acquired at the reporting date and beneficially owned as a result of that transaction is estimated based on the amount of the reporting person's cash deferrals under the Plan and the closing price of shares on the date of the deferral.

- (2) Column 2 should have an entry which reads "1 for 1".

- (3) There is no date that should appear in these columns. These columns are not applicable to this particular filing.

- (4) See also Footnote #1. Each PSU was acquired at the election of the Director by deferring \$75.01 (estimated) of fees per PSU.

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

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