

FAIRBAIRN URSULA F
Form 4
December 28, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FAIRBAIRN URSULA F

(Last) (First) (Middle)
105 CORPORATE CENTER BLVD
(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)
12/27/2006

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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	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 (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)				
Phantom Stock-D <u>(1)</u>	<u>(2)</u>	12/27/2006	A		567.4728 <u>(3)</u>	<u>(4)</u>	<u>(5)</u>	Common Stock	567.4728

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FAIRBAIRN URSULA F
105 CORPORATE CENTER BLVD
GREENSBORO, NC 27408

Signatures

Mark R. Townsend for Ursula O. Fairbairn (Pursuant to Signing Authority on File)

12/28/2006

 **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.

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

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.

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

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

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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