

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

| Title of shares to be registered | Amount to be registered (2) | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|--|------------------------------------|--|--|-----------------------------------|
| 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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