

V F CORP
Form 4
May 17, 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 *
SHARP M RUST

(Last) (First) (Middle)

C/O PNC BANK DELAWARE, TRUSTEE, 222 DELAWARE AVENUE, 16TH FLOOR

(Street)

WILMINGTON, DE 19801

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2006

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 05/16/2006 | | S | (A) or (D) D | 2,500 \$ 63 21,708,203 ⁽¹⁾ | I ⁽¹⁾ ⁽²⁾ ⁽³⁾ | Trustees of the Trust |

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.

SEC 1474
(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SHARP M RUST C/O PNC BANK DELAWARE, TRUSTEE 222 DELAWARE AVENUE, 16TH FLOOR WILMINGTON, DE 19801 | X | X | | |
| FAIRBAIRN URSULA F C/O PNC BANK DELAWARE, TRUSTEE 222 DELAWARE AVENUE, 16TH FLOOR WILMINGTON, DE 19801 | X | X | | |

Signatures

/s/ Ursula F.
Fairbairn 05/17/2006

 Signature of Reporting Person Date

/s/ M. Rust
Sharp 05/17/2006

 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).
- (1) This form does not constitute an admission by the selling trust or the Trustees that the selling trust is a 10% owner of VFC or that the shares which it beneficially owns ought to be aggregated with those shares beneficially owned by the other Trusts to determine whether the selling trust is a 10% owner.
- (2) This form does not constitute an admission by the Trustees that the shares held by the Trusts or disposed of by the Trusts are or were beneficially owned by the Trustees and is being filed to disclose the sale of shares by the Trusts only and not by the Trustees in their individual capacity.
- (3)

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The shares represent only those shares owned by the Trusts and do not include the 43,916 shares owned directly by M. Rust Sharp and the 48,652 shares owned directly by Ursula Fairbairn.

(4) Per share

Remarks:

REMARK: NAME AND ADDRESS OF REPORTING PERSON: M. Rust Sharp & Ursula F. Fairbairn in their individual capacity

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.