

V F CORP

Form 4

February 16, 2005

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAY TERRY L

(Last) (First) (Middle)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2005

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VICE PRESIDENT

(Street)

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

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

(City) (State) (Zip)

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)
Common Stock	02/15/2005		M	26,000 A	\$ 43.2 38,054.782	D	
Common Stock	02/15/2005		S	24,824 D	\$ 59.4597 13,230.782	D	
Common Stock	02/15/2005		M	27,000 A	\$ 43.3 40,230.782	D	
Common Stock	02/15/2005		S	25,786 D	\$ 59.4597 14,444.782	D	
	02/15/2005		M	60,000 A	\$ 26.2 74,444.782	D	

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Common
Stock

Common Stock	02/15/2005	S	59,453	D	\$ 59.4597 (1)	14,991.782	D
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Common Stock						1,224	I	by Trust (2)
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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 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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of S
Non-Qualified Stock Option (right to buy)	\$ 26.2	02/15/2005		M	60,000	02/08/2001 02/07/2010	Common Stock 60
Non-Qualified Stock Option (right to buy)	\$ 43.2	02/15/2005		M	26,000	02/09/2000 02/08/2009	Common Stock 26
Non-Qualified Stock Option (right to buy)	\$ 43.3	02/15/2005		M	27,000	02/10/1999 02/09/2008	Common Stock 27

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LAY TERRY L	VICE PRESIDENT

Signatures

By: Mark R. Townsend for Terry L. Lay For: (Pursuant to Signing Authority on File)

02/16/2005

__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) The price is a weighted average of multiple transactions with actual sales prices ranging from \$59.40 to \$59.60.
- (2) 401(k)

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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