

V F CORP

Form 4

March 02, 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)
02/28/2005

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ 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)
____X____ 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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	02/28/2005		M		1,500	A	\$ 35.4	16,491.782 D
Common Stock	02/28/2005		S		1,500	D	\$ 60	14,991.782 D
Common Stock	02/28/2005		M		48,300	A	\$ 35.4	63,291.782 D
Common Stock	02/28/2005		S		48,300	D	\$ 60.03	14,991.782 D
Common Stock	02/28/2005		M		200	A	\$ 35.4	15,191.782 D

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Common Stock	02/28/2005	S	200	D	\$ 60.07	14,991.782	D	
Common Stock	03/01/2005	M	44,000	A	\$ 35.4	58,991.782	D	
Common Stock	03/01/2005	S	44,000	D	\$ <u>60.1583</u> (1)	14,991.782	D	
Common Stock	03/01/2005	M	10,000	A	\$ 35.4	24,991.782	D	
Common Stock	03/01/2005	S	9,020	D	\$ <u>60.1583</u> (1)	15,971.782	D	
Common Stock						1,224	I	by Trust (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 35.4	02/28/2005		M	1,500	(3) 02/05/2011	Common Stock	1,500
Non-Qualified Stock Option (right to buy)	\$ 35.4	02/28/2005		M	48,300	(3) 02/05/2011	Common Stock	48,300
Non-Qualified Stock Option (right to buy)	\$ 35.4	02/28/2005		M	200	(3) 02/05/2011	Common Stock	200
Non-Qualified Stock Option	\$ 35.4	03/01/2005		M	44,000	(3) 02/05/2011	Common Stock	44,000

(right to buy)

Non-Qualified Stock Option (right to buy)	\$ 35.4	03/01/2005	M	10,000	<u>(3)</u>	02/05/2011	Common Stock	10,0
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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) 03/02/2005

____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 \$60.00 to \$60.41.
- (2) 401(k)
- (3) This option vested as follows 44,000 shares on February 6, 2002; 30,000 shares on February 6, 2004; and 30,000 shares on February 6, 2005.

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.