
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>
<u>/s/ Mackey J. McDonald</u> Mackey J. McDonald Chairman and Chief Executive Officer	May 18, 2007
<u>/s/ Robert K. Shearer</u> Robert K. Shearer Senior Vice President and Chief Financial Officer	May 18, 2007
<u>/s/ Bradley W. Batten</u> Bradley W. Batten Vice President — Controller and Chief Accounting Officer	May 18, 2007

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

- 5.1 Opinion of Pepper Hamilton LLP
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3000 Two Logan Square
Eighteenth and Arch Streets
Philadelphia, PA 19103-2799
215.981.4000
Fax 215.981.4750

May 18, 2007

V.F. Corporation
105 Corporate Center Blvd
Greensboro, NC 27408

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

Reference is made to the Registration Statement on Form S-8 (the "Registration Statement") of V.F. Corporation, a Pennsylvania corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933 (the "Act"). The Registration Statement relates to the offering and sale by the Company of an additional 10,000,000 shares of common stock, without par value, stated capital \$1.00 per share (the "Shares") of the Company pursuant to the Company's 1996 Stock Compensation Plan (the "Plan").

In connection with this offering, we have examined the Registration Statement, including the exhibits thereto, the originals or copies, certified or otherwise identified to our satisfaction, of the Articles of Incorporation and the By-Laws of the Company as amended to date, and such other documents and corporate records relating to the Company as we have deemed appropriate for the purpose of rendering the opinion expressed herein. The opinion expressed herein is based exclusively on the applicable provisions of the Pennsylvania Business Corporation Law and federal securities laws as in effect on the date hereof.

On the basis of the foregoing, we are of the opinion that the Shares, when issued pursuant to and in accordance with the Plan, will be legally issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. By providing such consent, we do not admit that we come within the categories of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Sincerely,

Pepper Hamilton LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 27, 2007 relating to the financial statements, financial statement schedule, management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting, which appears in V.F. Corporation's Annual Report on Form 10-K for the year ended December 30, 2006.

PricewaterhouseCoopers LLP

Greensboro, North Carolina

May 18, 2007

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned V.F. Corporation, a corporation organized and existing under the laws of the Commonwealth of Pennsylvania ("VF"), and the undersigned directors and officers of VF hereby constitute and appoint M.J. McDonald and C.S. Cummings, and each of them, severally, his or her true and lawful attorneys and agents at any time and from time to time to do any and all acts and things and execute in his or her name (whether on behalf of VF, or by attesting the seal of VF or otherwise), any and all instruments and documents which said attorneys and agents, or any of them, may deem necessary or advisable and may be required to enable VF and the 1996 Stock Compensation Plan, as amended and restated February 6, 2007 (the "Plan") to comply with the Securities Act of 1933 and any rules, regulations or requirements of the Securities and Exchange Commission ("Commission") in respect thereof, in connection with the Plan and shares of Common Stock of VF offered pursuant to or in connection with the Plan, including specifically, but without limiting the generality of the foregoing, power of attorney to sign the name of VF and affix the corporate seal and to sign the names of the undersigned directors and officers to all registration statements, and all amendments and supplements thereto, on Form S-8 or S-8/S-3 or on any other appropriate Form, hereafter filed with the Commission and all instruments or documents filed as a part thereof or in connection therewith, and each of the undersigned hereby ratifies and confirms all that said attorneys, agents, or any of them, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has subscribed to these presents as of the 24th day of April, 2007.

ATTEST:

/s/ Candace S. Cummings
Candace S. Cummings
Vice President — Administration,
General Counsel and Secretary

Principal Executive Officer:

/s/ Mackey J. McDonald
Mackey J. McDonald
Chairman and Chief
Executive Officer

V.F. CORPORATION

By: /s/ Mackey J. McDonald
Mackey J. McDonald
Chairman and Chief
Executive Officer

Principal Financial Officer:

/s/ Robert K. Shearer
Robert K. Shearer
Senior Vice President and
Chief Financial Officer

Principal Accounting Officer:

/s/ Bradley W. Batten

Bradley W. Batten
Vice President — Controller and
Chief Accounting Officer

/s/ Juan Ernesto de Bedout

Juan Ernesto de Bedout, Director

/s/ Barbara S. Feigin

Barbara S. Feigin, Director

/s/ Daniel R. Hesse

Daniel R. Hesse, Director

/s/ W. Alan McCollough

W. Alan McCollough, Director

/s/ M. Rust Sharp

M. Rust Sharp, Director

/s/ Clarence Otis, Jr.

Clarence Otis, Jr., Director

/s/ Eric C. Wiseman

Eric C. Wiseman, Director

/s/ Edward E. Crutchfield

Edward E. Crutchfield, Director

/s/ Ursula O. Fairbairn

Ursula O. Fairbairn, Director

/s/ George Fellows

George Fellows, Director

/s/ Robert J. Hurst

Robert J. Hurst, Director

/s/ Mackey J. McDonald

Mackey J. McDonald, Director

/s/ Raymond G. Viault

Raymond G. Viault, Director