

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM S-8
REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933

V.F. CORPORATION
(Exact Name of Registrant as Specified in Charter)

PENNSYLVANIA (State or Other Jurisdiction of Incorporation or Organization) 23-1180120 (I.R.S. Employer Identification Number)

628 GREEN VALLEY ROAD
GREENSBORO, NORTH CAROLINA 27408
(Address of Registrant's Principal Executive Offices)

BLUE BELL SAVINGS, PROFIT
SHARING AND RETIREMENT 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
(NAME AND ADDRESS OF AGENT FOR SERVICE)

(336) 547-6000
(TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

CALCULATION OF REGISTRATION FEE

<TABLE>
<CAPTION>

TITLE OF SHARES TO BE OF REGISTERED REGISTRATION FEE	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)	AMOUNT
<S> COMMON STOCK \$2,878.00 (NO PAR VALUE; STATED CAPITAL \$1.00 PER SHARE)	<C> 250,000	<C> \$41.41	<C> \$10,352,500.00	<C>

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(1) 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 employee benefit plan described herein, and (b) additional shares which may be necessary to adjust the number of shares reserved for issuance pursuant to the Blue Bell Savings, Profit Sharing and Retirement Plan for any future stock split, stock dividend or similar adjustment of the outstanding Common Stock of the registrant.

(2) Estimated pursuant to Rule 457(c) solely for the purpose of calculating the registration fee.

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 a currently effective Registration Statement on Form S-8 of the Company relating to the Company's Blue Bell Savings, Profit Sharing and Retirement Plan.

1991, Registration No. 33-41241, as amended, are incorporated by reference into this Registration Statement.

Item 8. Exhibits.

Exhibit No.	Description
*5.1	Opinion of Counsel re: ERISA.
*5.2	Internal Revenue Service determination letter confirming that the Plan is qualified under Section 401 of the Internal Revenue Code.
23	Consent of PricewaterhouseCoopers LLP.
24	Power of Attorney.

* Previously Filed.

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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 the 11th day of February, 1999.

V.F. CORPORATION

By: /s/Mackey J. McDonald

Mackey J. McDonald
President 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.

SIGNATURE	TITLE	DATE
/s/ Mackey J. McDonald ----- Mackey J. McDonald	President and Chief Executive Officer	February 11, 1999
/s/ Robert K. Shearer ----- Robert K. Shearer	Vice President - Finance and Chief Financial Officer	February 11, 1999
/s/ Timothy R. Wheeler ----- Timothy R. Wheeler	Controller	February 11, 1999

DIRECTORS

Robert D. Buzzell*	George Fellows*	William E. Pike*
Edward E. Crutchfield*	Robert J. Hurst*	M. Rust Sharp*
Ursula F. Fairbairn*	Mackey J. McDonald*	
Barbara S. Feigin*		

Date: February 11, 1999

* By: /s/ Mackey J. McDonald

Mackey J. McDonald,
Attorney-In-Fact

The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Greensboro, North Carolina, on the 9th day of February, 1999.

BLUE BELL SAVINGS, PROFIT
SHARING AND RETIREMENT PLAN

By: BLUE BELL PROFIT SHARING
COMMITTEE, Plan Administrator

By: /s/ Louis J. Fecile

Louis J. Fecile
Committee Member

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EXHIBIT INDEX

- 23 Consent of PricewaterhouseCoopers LLP
- 24 Power of Attorney

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 5, 1998, on our audits of the consolidated financial statements of VF Corporation as of January 3, 1998 and January 4, 1997, and for each of the three fiscal years in the period ended January 3, 1998, appearing on page 33 of the 1997 Annual Report to Shareholders, which is incorporated by reference in the 1997 VF Corporation Annual Report on Form 10-K. We also consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 5, 1998 on our audits of the consolidated financial statement schedule of VF Corporation as of January 3, 1998 and January 4, 1997, and for each of the three fiscal years in the period ended January 3, 1998, which report is included in the VF Corporation 1997 Annual Report on Form 10-K.

/s/ PRICEWATERHOUSECOOPERS LLP

PRICEWATERHOUSECOOPERS LLP
Greensboro, North Carolina
February 9, 1999

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 Blue Bell Savings, Profit Sharing and Retirement Plan (the "Plan") to comply with the Securities Act of 1933, as amended, 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 9th day of February, 1999.

ATTEST: V.F. CORPORATION

/s/ Candace S. Cummings

Candace S. Cummings
Vice President - Administration,
General Counsel and Secretary

By: /s/ Mackey J. McDonald

Mackey J. McDonald
President and Chief
Executive Officer

Principal Executive Officer:

Principal Financial Officer:

/s/ Mackey J. McDonald

Mackey J. McDonald
President and Chief
Executive Officer

/s/ Robert K. Shearer

Robert K. Shearer
Vice President - Finance and
Chief Financial Officer

Principal Accounting Officer:

/s/ Timothy R. Wheeler

Timothy R. Wheeler
Controller

/s/ Edward E. Crutchfield

Edward E. Crutchfield, Director

/s/ Ursula F. Fairbairn

Ursula F. Fairbairn, Director

/s/ Barbara S. Feigin

Barbara S. Feigin, Director

/s/ George Fellows

George Fellows, Director

/s/ Robert J. Hurst

Robert J. Hurst, Director

/s/ William E. Pike

William E. Pike, Director

/s/ Mackey J. McDonald

Mackey J. McDonald, Director

/s/ M. Rust Sharp

M. Rust Sharp, Director

/s/ Robert D. Buzzell

Robert D. Buzzell, Director

