FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0287

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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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Security	1. Name and Address of Reporting Person = SUADD M DIST				2. Issuer Name and Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Mile				Middle)							X Director X 10% Owner							
Note 1981	29TH FLOOR																	
The content of the												Form filed by One Reporting Person						
Common Strock Septimizer				(Zip)					Tab	le I - Non-D	erivati	ive Secui	rities Acqui	red, Disposed of, or Beneficially Ow	ned			
Part	1.Title of Security			2. Transacti	on Date				on Code				A) or		y Owned Follow	ring Reported	6. Ownership	
Common Stock	(msu. 3)			(World Day	y, rear)	any		(msu. o)									Form:	Beneficial
Common Stock																	or Indirect (I)	
Section Sect								Code	V	Amour	ıt	(D)	Price				(Instr. 4)	The
Common Shock	Common Stock			08/16/200)4			S		3,200	2) D		\$ 48.5 (4)	21,928,678 (1) (2) (3)			-	Trustees
Common Stock																	(3)	
Common Stock											•						T (1) (2)	
Common Stock	Common Stock			08/16/200)4			S		1,900	21 D		\$ 48.51 ^{[4}	21,926,778 (1) (2) (3)			-	of the
Common Stock											+							
Common Stock	Common Stock			08/16/200)4			S		2,100	2) D	:	\$ 48.52 (4	21,924,678 (1) (2) (3)			-	
Common Stock																		Trust
Common Stock	Common Stock			09/17/200	14					100 (2)			o 40 =o (4) 24 22 4 27 (1) (2) (3)			I (1) (2)	
Common Stock	Common Stock			08/16/200)4			5		400 🛂	D	1	\$ 48.53	21,924,278 111 121 121			<u>(3)</u>	
Common Stock																		
Common Stock	Common Stock			08/16/200)4			S		800 (2)	D	:	\$ 48.54 (4	21,923,478 (1) (2) (3)			-	
Common Stock											_							
Common Stock	Common Stock			08/16/200	04			S		500 (2)	D		e 10 55 (4) 21 022 078 (1) (2) (3)			-	Trustees
Common Stock	Common Stock			00/10/200	, ,					300-			a 40.33	21,922,976			<u>(3)</u>	
Common Stock																	- (1) (2)	
Common Stock	Common Stock			08/16/200	08/16/2004				S		300 (2) D \$		\$ 48.56 ⁽⁴	21,922,678 (1) (2) (3)			-	of the
Common Stock											-							
Common Stock	Common Stock			08/16/200)4			S		1,600	2) D		\$ 48.57 (4	21.921.078 (1) (2) (3)			-	Trustees
Common Stock										,,,,,							(3)	
Common Stock																	I (1) (2)	
Common Stock	Common Stock			08/16/200)4			S		2,600	21 D	1	\$ 48.58 (4	21,918,478 (1) (2) (3)			-	of the
Common Stock											+							
Common Stock	Common Stock			08/16/200)4			S		1,800	2) D	:	\$ 48.59 <mark>(4</mark>	21,916,678 (1) (2) (3)			-	
Common Stock																		Trust
Common Stock 08/16/2004 S 1,300 © D \$48.61 © 21,912,678 (II © D) The Trustees of the Trust Trust Trust The Trustees of the Trust Trust Trust Trust The Trustees of the Trust Trus	Common Stock			08/16/200	24			c		2.700	2) D		e 40 c (4)	21 012 079 (1) (2) (3)				Trustees
Common Stock	Common Stock			08/10/200	J4			5		2,700	ם ב	ľ	\$ 48.6	21,913,9/8			<u>(3)</u>	
Common Stock																		The
Common Stock 08/16/2004 S 08/16/2	Common Stock			08/16/200)4			S		1,300	<u>2)</u> D	:	\$ 48.61 ⁽⁴	21,912,678 (1) (2) (3)			-	
Common Stock 08/16/2004 S 500 (2) D \$ 48.62 (4) 21,912,178 (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. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (fustr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (fustr. 3) (Month/Day/Year) (Month/Day/Ye											_							
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. 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)	Common Stock			08/16/200)4			S		500 (2)	D		\$ 48 62 <mark>(4</mark>) 21 912 178 (1) (2) (3)			-	Trustees
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. 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. 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 (Ronth/Day/Year) (Instr. 3) 3. Transaction Date (Instr. 8) 4. Transaction Code (Instr. 8) Code V (A) (D) 5. Number of Derivative Securities (Instr. 3) and 4) Code V (A) (D) 5. A 48.63 (4) 21,911,878 (1) (2) (3) 1. Trustees of the Trust SEC 1474 (9-02)										500		ľ	J 40.02	21,712,170			(3)	
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. 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. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertibles securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertibles securities) Table II - Derivative Securities Acquired (A) for Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertibles securities) Table II - Derivative Securities Acquired (A) for Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertibles securities) Title of Derivative Security (Instr. 3) and 4) Title and Amount of Underlying Securities Securities (Instr. 3 and 4) Title Securities (Instr. 3 and 4) Title Securities Security; (Instr. 4) Title Security; (Instr. 4																	T (1) (2)	
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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. 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) Exercise Price of Derivative Security Security (Instr. 4) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Exercise Price of Derivative Securities (Month/Day/Year) (Instr. 3) Date Exercisable and Expiration Date (Instr. 3) Date Exercisable and Securities Acquired (A) or Disposed of (D) (Instr. 4) Date Exercisable and Expiration Date (Instr. 3) Exercise Price of Derivative Securities (Instr. 3) Exercise Price of Derivative Securities (Instr. 3) Exercise Price of Derivative Securities (Instr. 4) Date Expiration Date Exercisable and Expiration Date (Instr. 4) Date Expiration Date Title Amount or Number of Shares Title Amount or Number of Shares Title Amount or Number of Shares Title Titl																		Trust
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities (Instr. 3) Code V (A) (D) (D	Reminder: Report on a separate l	line for each class of	securities beneficially	owned directly or in	ndirectly.				Person	s who resi	ond t	to the co	ollection o	f information contained in this fo	orm are not re	quired to	SEC	1474 (9-02)
(Instr. 3) Conversion of (Instr. 3) Conversion of (Instr. 3) Conversion of (Instr. 4) Convers									respon	d unless ti	ne for	m displa	ays a curre	ently valid OMB control number.				()
Exercise Price of Derivative Securities Price of Derivative Securities Price of Derivative Securities Price of Derivative Securities Securities (Instr. 3 and 4) Securities Securities Securities (Instr. 3 and 4) Derivative Securities Securities Securities (Instr. 3 and 4) Securities					Tabl													
Security (Month/Day/Year) (Instr. 3, 4, and 5) (Instr. 5) Beneficially Ownership Cluster. 4) Date Expiration Date Exercisable Date Code V (A) (D) (D) Title Amount or Number of Shares (Instr. 5) Beneficially Ownership Code Security: Pollowing Direct (D) Reported or Indirect Transaction(s) (I) (Instr. 4) (Instr. 4)	Title of Derivative Security (Instr. 3)	Exercise Price of		Execution Date, if			Seci	irities Acquire		Expira	tion Da	ate	Securi	ities	Derivative	Derivative	Ownership	of Indirect
Code V (A) (D) Date Exercisable Date Exercisable Date Date Date Exercisable Date Date Date Exercisable Date Title Amount or Number of Shares Following Poincet (D) or Indirect Transaction(s) (I) (Instr. 4)										(Mont	h/Day/	Year)	(Instr.	. 3 and 4)		Beneficially	Derivative	Ownership
Code V (A) (D) Exercisable Date Title Amount of Number of Shares Transaction(s) (I) (Instr. 4)													ion Title	Amount or Number of Charac		Following	Direct (D)	(mstr. 4)
					Co	ode	V	(A)	(D)	Exerci	sable	Date	Title	Amount of realiber of Shares		Transaction(s)	(I)	
NEURI LIRVA (WREEN	Donorting Owner	VC.																

Relationships
10%
Owner
Of

Reporting Owner Name / Address

Officer Other

SHARP M RUST (SEE FULL NAME IN RESPONSE *) (1) (2) 1600 MARKET STREET 29TH FLOOR PHILADELPHIA, PA 19103	Х	Х	
FAIRBAIRN URSULA F (SEE FULL NAME IN RESPONSE *) 1600 MARKET STREET, 29TH FLOOR PHILADELPHIA, PA 19103	Х	X	

Signatures

Ursula F. Fairbairn, Trustee	08/19/2004
**Signature of Reporting Person	Date
M. Rust Sharp	08/19/2004
**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
- (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 filled to disclose the sale of shares by the Trusts only and not by the Trustees in their individual capacity.
- (3) The shares represent only those shares owned by the Trust 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

* NAME AND ADDRESS OF REPORTING PERSON: M. Rust Sharp and Ursula F. Fairbairn, in their individual capacity as Trustees under the John E. Barbey Deeds of Trust dated 8/21/51 and Trusts under the Will of John E. Barbey

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.