

V F CORP  
Form S-8  
November 06, 2006

As filed with the Securities and Exchange Commission on November 6, 2006

**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)

**VF CORPORATION RETIREMENT  
SAVINGS PLAN FOR SALARIED EMPLOYEES  
(formerly known as:  
VF CORPORATION TAX-ADVANTAGED  
SAVINGS PLAN FOR SALARIED EMPLOYEES)**  
(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**

<b>Title of shares to be registered</b>	<b>Amount to be registered (2)</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Am regist</b>
Stock (no par value; stated capital \$1.00 per share)(1)	2,000,000	\$76.15(3)	\$152,300,000	\$16

(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 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 Retirement Savings Plan for Salaried Employees 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 \$76.15, the average of the high and low prices for the common stock reported on the New York Stock Exchange on November 1, 2006.

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 three currently effective Registration Statements on Form S-8 of the Company relating to the Company's Retirement Savings Plan for Salaried Employees.

The contents of the Registration Statements on Form S-8 as filed on July 23, 1998, Registration No. 333-59727, on March 20, 1990, Registration No. 33-33621, as amended, and on August 29, 1985, Registration No. 2-99945, as amended, are incorporated by reference into this Registration Statement.

**Item 8. Exhibits.**

- 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

In accordance with Item 8 of Form S-8, this registration statement does not include Exhibit 5 Opinion regarding compliance of the Plan with ERISA, as the Company undertakes to submit the Plan and any amendment thereto to the Internal Revenue Service in a timely manner and will make all changes required by the Internal Revenue Service in order to qualify the Plan under Section 401(a) and 401(k) of the Internal Revenue Code.

**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 November 6, 2006.

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>
/s/ Mackey J. McDonald	November 6, 2006
Mackey J. McDonald Chairman and Chief Executive Officer	
/s/ Robert K. Shearer	November 6, 2006
Robert K. Shearer Senior Vice President and Chief Financial Officer	
/s/ Bradley W. Batten	November 6, 2006
Bradley W. Batten Vice President Controller and Chief Accounting Officer	

DIRECTORS

Juan Ernesto de Bedout\*  
Edward E. Crutchfield\*  
Ursula O. Fairbairn\*  
Barbara S. Feigin\*

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: October 18, 2006

*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 October 18, 2006.

VF CORPORATION RETIREMENT  
SAVINGS PLAN FOR SALARIED  
EMPLOYEES

By: V.F. CORPORATION PENSION PLAN  
COMMITTEE, Administrator

By: /s/ Candace S. Cummings  
Candace S. Cummings, Member

**EXHIBIT INDEX**

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