

Shattock Matthew J
 Form 4
 October 02, 2017

FORM 4

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

OMB APPROVAL

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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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Shattock Matthew J

2. Issuer Name and Ticker or Trading Symbol
 V F CORP [VFC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 105 CORPORATE CENTER BLVD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/29/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

GREENSBORO, NC 27408

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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)

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|--------------------------------------------|------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|

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| Derivative Security | | | Disposed of (D) (Instr. 3, 4, and 5) | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------------------------|------------|------------|-----------------------------------------|---|------------------------|------------------|-----------------|--------------|----------------------------|
| | | | Code | V | (A) | | | | |
| Phantom Stock-d <u>(1)</u> <u>(2)</u> | <u>(3)</u> | 09/29/2017 | A | | 431.5079 <u>(4)</u> | <u>(5)</u> | <u>(5)</u> | Common Stock | 431.5079 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Shattock Matthew J 105 CORPORATE CENTER BLVD GREENSBORO, NC 27408 | | | X | |

Signatures

/s/ Mark R. Townsend for Matthew J. Shattock (pursuant to signing authority on file) 10/02/2017

__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) Represents phantom stock units ("PSUs") accrued under the VF Corporation Directors Deferred Savings Plan ("Plan"), to be settled 100% in cash upon the reporting person's retirement. The number of PSUs acquired equals the amount of Directors' fees deferred by the reporting person divided by the fair market value (average of the high and low selling prices) per share on the date of deferral. The number of PSUs beneficially owned may vary over time due to deemed reinvestment of dividends.
- (2) Each PSU was acquired at the election of the Director by deferring \$63.73 of fees per PSU.
- (3) 1 for 1
- (4) Represents phantom stock units ("PSUs") accrued under the VF Corporation Directors Deferred Savings Plan ("Plan"), to be settled 100% in cash upon the reporting person's retirement. The number of PSUs acquired equals the amount of Directors' fees deferred by the reporting person divided by the fair market value (average of the high and low selling prices) per share on the date of deferral. The number of PSUs beneficially owned may vary over time due to deemed reinvestment of dividends.
- (5) There is no date that should appear in these columns. These columns are not applicable to this particular filing.

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.