#### DERHOFER GEORGE N

Form 4

February 13, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number: January 31,

2005 Estimated average

0.5

burden hours per

response...

Expires:

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

	OFER GEORGE N  V F (  t) (First) (Middle) 3. Date (Mont		cosuer Name and Ticker or Trading col CORP [VFC] te of Earliest Transaction th/Day/Year) 0/2006	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  Director 10% Owner 7. Officer (give title Other (specify							
		02/1	0/2000	below) below) VICE PRESIDENT							
(Street)			Amendment, Date Original (Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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, any (Month/Day/Yea	Code Disposed of (D)	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)							

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amour
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amo Exercisable Date or Num of Sh Non-Qualified Common **Stock Option** \$ 56.8 02/10/2006 Α 59,800 (1) 02/09/2016 59.8

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DERHOFER GEORGE N

VICE PRESIDENT

### **Signatures**

(right to buy)

By: Mark R. Townsend for George N. Derhofer For: (Pursuant to Signing Authority on File)

02/13/2006

\*\*Signature of Reporting Person

Date

Stock

# **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 option vests as follows: 19,934 shares vest on 2/10/2007; 19,933 shares vest on 2/10/2008; and 19,933 shares vest on 2/10/2009

  Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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