SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended APRIL 3, 1999

Commission file number: 1-5256

V. F. CORPORATION
(Exact name of registrant as specified in its charter)

PENNSYLVANIA	23-1180120
(State or other jurisdiction of incorporation or organization)	(I.R.S. employer identification number)

628 GREEN VALLEY ROAD, SUITE 500
GREENSBORO, NORTH CAROLINA 27408
(Address of principal executive offices)

(336) 547-6000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. YES [X] NO [ ]

On May 1, 1999, there were 119,852,507 shares of Common Stock outstanding.

VF CORPORATION

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VF CORPORATION
CONSOLIDATED STATEMENTS OF INCOME
(UNAUDITED)
(IN THOUSANDS, EXCEPT PER SHARE DATA)

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	THREE MONTHS ENDED	
	APRIL 3 1999	APRIL 4 1998
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NET SALES	$ 1,358,244	$ 1,326,205
COSTS AND OPERATING EXPENSES		
Cost of products sold	890,774	872,980
Marketing, administrative and general expenses	310,544	309,912
Other operating expense	2,974	399
	1,204,292	1,183,291
OPERATING INCOME	153,952	142,914
OTHER INCOME (EXPENSE)		
Interest Income	2,013	1,802
Interest expense	(16,665)	(14,896)
Miscellaneous, net	(169)	356
	(14,821)	(12,738)
INCOME BEFORE INCOME TAXES	139,131	130,176
INCOME TAXES	53,565	52,070
NET INCOME	$ 85,566	$ 78,106
EARNINGS PER COMMON SHARE		
Basic	$ 0.70	$ 0.63
Diluted	0.69	0.62
CASH DIVIDENDS PER COMMON SHARE	$ 0.21	$ 0.20

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See notes to consolidated financial statements.

VF CORPORATION
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)
(IN THOUSANDS)

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<S>	APRIL 3 1999 <C>	JANUARY 2 1999 <C>	APRIL 4 1998 <C>
ASSETS			
CURRENT ASSETS			
Cash and equivalents	$ 88,780	$ 63,208	$ 69,716
Accounts receivable, less allowances: Apr 3 - $51,022; Jan 2 - $52,011; Apr 4 - $43,088	835,072	705,734	728,708
Inventories:			
Finished products	639,925	552,729	540,713
Work in process	194,546	185,929	179,781
Materials and supplies	192,584	215,349	167,594
	1,027,055	954,007	888,088
Other current assets	143,948	125,203	140,230
Total current assets	2,094,855	1,848,152	1,826,742
PROPERTY, PLANT & EQUIPMENT	1,745,334	1,711,131	1,613,329
Less accumulated depreciation	946,079	935,040	890,480
	799,255	776,091	722,849
INTANGIBLE ASSETS	971,902	951,562	911,125
OTHER ASSETS	272,555	260,861	229,221
	$ 4,138,567	$ 3,836,666	$ 3,689,937
LIABILITIES AND SHAREHOLDERS' EQUITY			
CURRENT LIABILITIES			
Short-term borrowings	$ 474,278	$ 244,910	$ 253,516
Current portion of long-term debt	933	969	787
Accounts payable	337,138	341,126	285,669

Accrued liabilities	496,548	446,001	521,877
Total current liabilities	1,308,897	1,033,006	1,061,849
LONG-TERM DEBT	520,074	521,657	516,840
OTHER LIABILITIES	176,236	181,750	157,237
REDEEMABLE PREFERRED STOCK	53,565	54,344	55,756
DEFERRED CONTRIBUTIONS TO EMPLOYEE STOCK OWNERSHIP PLAN	(18,803)	(20,399)	(24,740)
	34,762	33,945	31,016
COMMON SHAREHOLDERS' EQUITY			
Common Stock	119,408	119,466	121,608
Additional paid-in capital	814,646	801,511	773,585
Accumulated other comprehensive income	(45,252)	(25,639)	(39,292)
Retained earnings	1,209,796	1,170,970	1,067,094
Total common shareholders' equity	2,098,598	2,066,308	1,922,995
	$ 4,138,567	$ 3,836,666	$ 3,689,937

</TABLE>

See notes to consolidated financial statements.

VF CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
(IN THOUSANDS)

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	THREE MONTHS ENDED	
	APRIL 3 1999	APRIL 4 1998
<S>	<C>	<C>
OPERATIONS		
Net income	$ 85,566	$ 78,106
Adjustments to reconcile net income to cash provided by operations:		
Depreciation	32,150	33,817
Amortization of intangible assets	8,252	8,044
Other, net	12	6,842
Changes in current assets and liabilities:		
Accounts receivable	(101,052)	(117,011)
Inventories	(8,344)	(23,237)
Accounts payable	(24,079)	(27,247)
Other, net	21,711	47,368
Cash provided by operations	14,216	6,682
INVESTMENTS		
Capital expenditures	(48,730)	(39,446)
Business acquisitions	(116,039)	(228,155)
Other, net	(1,380)	840
Cash invested	(166,149)	(266,761)
FINANCING		
Increase in short-term borrowings	212,655	229,757
Payment of long-term debt	(1,553)	(52)
Purchase of Common Stock	(20,142)	(23,179)
Cash dividends paid	(26,023)	(25,213)
Proceeds from issuance of stock	11,139	23,895
Other, net	1,429	493
Cash provided by financing	177,505	205,701
NET CHANGE IN CASH AND EQUIVALENTS	25,572	(54,378)
CASH AND EQUIVALENTS - BEGINNING OF YEAR	63,208	124,094

CASH AND EQUIVALENTS - END OF PERIOD	$ 88,780	$ 69,716

</TABLE>

See notes to consolidated financial statements.

VF CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE A - BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and do not include all of the information and notes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three months ended April 3, 1999 are not necessarily indicative of results that may be expected for the year ending January 1, 2000. For further information, refer to the consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the year ended January 2, 1999.

NOTE B - ACQUISITIONS

During the first quarter of 1999, the Company acquired a majority interest in the business of its former licensee for the Wrangler and JanSport brands in Chile, Peru and Bolivia. The Company also acquired the operating assets of Fibrotek Industries, Inc. and the common stock of Todd Uniform, Inc. and of Horace Small Holdings Corporation. These acquisitions for an aggregate cost of $116.0 million have been accounted for as purchases, and accordingly, operating results have been included in the financial statements from the dates of acquisition. The net assets of these companies are included based on preliminary allocations of the purchase prices, with approximately $47 million representing intangible assets. Final asset and liability valuations are not expected to have a material effect on the financial statements.

The following pro forma results of operations assume that these businesses had been acquired at the beginning of 1998 (in thousands, except per share amounts):

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	First Quarter 1999	First Quarter 1998
<S>	<C>	<C>
Net sales	$ 1,431,378	$ 1,382,777
Net income	84,925	77,262
Earnings per common share:		
Basic	$ .70	$ .62
Diluted	.69	.61

</TABLE>

NOTE C - BUSINESS SEGMENT INFORMATION

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	First Quarter 1999	First Quarter 1998
	(In thousands)	
<S>	<C>	<C>
Net sales:		
Apparel	$ 1,111,841	$ 1,088,514
All Other	246,403	237,691
Consolidated net sales	$ 1,358,244	$ 1,326,205
Segment profit:		
Apparel	$ 167,581	$ 157,292
All Other	22,003	17,642
Total segment profit	189,584	174,934
Interest, net	(14,652)	(13,094)
Amortization of intangible assets	(8,252)	(8,044)

Corporate and other expenses	(27,549)	(23,620)
Consolidated income before income taxes	$ 139,131	$ 130,176

</TABLE>

NOTE D - EARNINGS PER SHARE

Earnings per share are computed as follows (in thousands, except per share amounts):

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	First Quarter	
	1999	1998
<S>	<C>	<C>
Basic earnings per share:		
Net income	$ 85,566	$ 78,106
Less Preferred Stock dividends and redemption premium	1,880	1,585
Net income available for Common Stock	$ 83,686	$ 76,521
Weighted average Common Stock outstanding	119,388	121,251
Basic earnings per share	$ .70	$ .63
Diluted earnings per share:		
Net income	$ 85,566	$ 78,106
Increased ESOP expense if Preferred Stock were converted to Common Stock	266	289
Net income available for Common Stock and dilutive securities	$ 85,300	$ 77,817
Weighted average Common Stock outstanding	119,388	121,251
Additional Common Stock resulting from dilutive securities:		
Preferred Stock	2,776	2,890
Stock options and other	1,006	1,311
Weighted average Common Stock and dilutive securities outstanding	123,170	125,452
Diluted earnings per share	$ .69	$ .62

</TABLE>

NOTE E - COMPREHENSIVE INCOME

Comprehensive income consists of net income from operations, plus certain changes in assets and liabilities that are not included in net income but are instead reported within a separate component of shareholders' equity under generally accepted accounting principles. The Company's comprehensive income was as follows (in thousands):

<TABLE>
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	First Quarter	
	1999	1998
<S>	<C>	<C>
Net income as reported	$ 85,566	$ 78,106
Other comprehensive income:		
Foreign currency translation adjustments, net of income taxes	(19,613)	(3,182)
Comprehensive income	$ 65,953	$ 74,924

</TABLE>

NOTE F - CAPITAL

At April 3, 1999, there were 300,000,000 authorized shares of Common Stock, no par value - stated capital $1 per share. At April 3, 1999, there were 119,408,296 shares outstanding, excluding 17,808,713 treasury shares. At January 2, 1999 and April 4, 1998, there were 119,466,101 and 121,607,566 shares outstanding, excluding 17,367,269 and 14,397,870 treasury shares, respectively. For financial accounting purposes, treasury shares presented above include shares of VF Common Stock held in trust for deferred compensation plans, as follows: 245,049 shares at April 3, 1999 and 232,899 shares at January 2, 1999.

There are 25,000,000 authorized shares of Preferred Stock, $1 par value. Of these shares, 2,000,000 were designated as Series A, of which none have been issued, and 2,105,263 shares were designated and issued as 6.75% Series B Preferred Stock, of which 1,734,893 shares were outstanding at April 3, 1999, 1,760,119 at January 2, 1999 and 1,805,868 at April 4, 1998.

VF CORPORATION
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

Consolidated sales increased 2% for the quarter ended April 3, 1999, compared with the comparable period of 1998.

Sales in the Company's "growth" category - - jeanswear, domestic intimate apparel, workwear and daypacks, where investments are focused to achieve sales increases - - advanced by $58 million or 6%, including acquisitions. Domestic jeanswear sales advanced 3% in the quarter, primarily from Wrangler branded products in the discount channel of distribution. Domestic intimate apparel sales advanced 7%, with continuing growth in the Vassarette brand and in private label. International jeans and workwear sales advanced in 1999, due primarily to businesses acquired since the end of the 1998 quarter. Sales in the Company's "maintenance" category - - knitwear, international intimates, playwear and swimwear businesses, where efforts are focused on increased profitability - - declined by $26 million or 9% in 1999 due primarily to the discontinuation of the Company's licensed mass market playwear business.

Gross margins were 34.4% of sales in the quarter, compared with 34.2% in the 1998 period. Margins continue to improve in most businesses due to the continuing shift to lower cost sourcing, lower raw material costs and improved operating efficiencies.

Marketing, administrative and general expenses declined to 22.9% of sales during the quarter, compared with 23.4% in 1998. The Company is benefiting from coalition consolidation savings, while higher spending in information systems was offset by lower advertising spending.

Other operating expense consists of goodwill amortization expense, offset by net royalty income. Royalty income declined in 1999 from the conversion of certain formerly licensed businesses to owned operations.

Net interest expense increased in 1999 due to higher short-term borrowings in 1999.

The effective income tax rate for the three months of 1999 was 38.5%, based on the expected rate for the year, compared with 40.0% in the 1998 quarter. The expected rate for 1999 is consistent with the rate for the full year 1998.

FINANCIAL CONDITION AND LIQUIDITY

The financial condition of the Company is reflected in the following:

<TABLE>
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<S>	APRIL 3 1999 <C>	JANUARY 2 1999 <C>	APRIL 4 1998 <C>
	(Dollars in millions)		
Working capital	$ 786.0	$ 815.1	$ 764.9
Current ratio	1.6 to 1	1.8 to 1	1.7 to 1
Debt to total capital	32.2%	27.1%	28.6%

</TABLE>

Accounts receivable balances at the end of the first quarter of 1999 include those of businesses acquired. Excluding these acquisitions, receivables are comparable to the prior year level and are higher than at the end of 1998 due to seasonal sales patterns.

Inventories at the end of the first quarter of 1999 include those of businesses acquired. Excluding these acquisitions, inventories are slightly higher than at the end of 1998 due to seasonal sales patterns and also 4% higher than at the end of the first quarter of 1998.

Intangible assets increased during 1999 due to four business acquisitions during the first quarter.

The increase in short-term borrowings relates to higher seasonal working capital requirements and to the 1999 business acquisitions.

During the first quarter of 1999, the Company repurchased 429,000 shares of its Common Stock in open market transactions for a total cost of $20.1 million. Under its current authorization from the Board of Directors, the Company may repurchase up to an additional 1.5 million common shares.

YEAR 2000 READINESS STATEMENT

The Year 2000 issue relates to computer systems that will not properly recognize date-sensitive information when the year changes to 2000. A Year 2000 issue that is not properly addressed could result in a system failure or miscalculations. While the Company's products are not directly affected by the Year 2000 problem, its computer systems and equipment, as well as the systems and equipment of its vendors, service providers and customers, may be affected.

Senior management of the Company has established a task force to address Year 2000 issues and regularly reviews its progress with the Board of Directors. The task force activities relate to four broad business categories: (1) infrastructure; (2) applications software; (3) processors embedded in machinery and equipment used in the Company's manufacturing, distribution and administrative operations; and (4) significant third party vendors, service providers and customers. Actions common to evaluation of Year 2000 issues in each of these business categories include:

* Inventorying all date-sensitive systems and equipment

* Assessing compliance and assigning priorities to items identified as not being compliant

* Repairing or replacing items identified as not being compliant

* Testing converted systems and equipment

Infrastructure: This category relates to mainframe, personal computer and network hardware, as well as operating system software. Approximately 85% of the actions required for this category have been completed at April 3, 1999. Substantially all hardware and related operating systems are expected to be fully compliant by the end of the second quarter of 1999. The testing phase is ongoing as hardware or system software is remediated, upgraded or replaced and is scheduled to be substantially complete by the end of the second quarter.

Applications software: This refers to computer software programs, whether internally developed or purchased from outside parties. Approximately 90% of such software systems are compliant at April 3, 1999. Substantially all of the remaining software is expected to be fully compliant by the end of the second quarter of 1999; the balance is expected to be fully compliant by the end of the third quarter of 1999. The testing phase is scheduled to be completed for all critical applications during the third quarter of 1999.

Processors: The Company has completed the inventory of all processors embedded in the Company's critical manufacturing, distribution and administrative equipment. The compliance assessment is expected to be completed during the second quarter of 1999. The hardware or software is remediated, upgraded or replaced as Year 2000 issues are noted. The testing phase is ongoing and is scheduled to be substantially completed during the second quarter of 1999.

Third Parties: The Company has initiated formal communications with all of its significant vendors, service providers and customers to determine the extent to which the Company is vulnerable to those third parties' failure to remediate their own Year 2000 issues. The communication and evaluation process is ongoing and includes visits with certain critical third parties through the third quarter of 1999.

In addition, contingency plans to mitigate the possible disruption of business operations are being developed as the testing phase and third party assessments are completed. Contingency plans will be substantially completed during the third quarter of 1999 and will continue to be evaluated and modified as additional information becomes available.

The Company expects substantially all of its critical systems to be compliant by the middle of 1999, with remaining systems compliant by the end of the third quarter. However, it is possible that all Year 2000 problems may not be identified or corrected or that third parties with which the Company has significant relationships will not resolve all of their Year 2000 issues. With the investigation and remediation of Year 2000 issues as scheduled, the Company expects to reduce significantly the level of uncertainty about the Year 2000 problem and, in particular, about the Year 2000 compliance and readiness of its material third party relationships. Also, since the Company conducts business with numerous vendors, has numerous manufacturing and distribution facilities around the world and has a broad customer base, the Company believes that the possibility of significant interruptions of normal operations should be reduced. Nevertheless, if there were serious systems failures by the Company or its third party relationships, they could have a material adverse effect on the Company's financial position or results of operations.

The estimated total cost of resolving the Year 2000 issues, including internal personnel and outside vendors and consultants, is approximately $27 million over the period 1997 through 1999, of which $23 million has been spent through April 3, 1999. These costs are being expensed as incurred.

CAUTIONARY STATEMENT ON FORWARD-LOOKING STATEMENTS

Certain statements included herein are "forward-looking statements" within the meaning of the federal securities laws. This includes any statements concerning plans and objectives of management relating to the Company's operations or economic performance, and assumptions related thereto. In addition, the Company and its representatives may from time to time make other oral or written statements that are also forward-looking statements.

These forward-looking statements are made based on management's expectations and beliefs concerning future events impacting the Company and therefore involve a number of risks and uncertainties. Management cautions that forward-looking statements are not guarantees and that actual results could differ materially from those expressed or implied in the forward-looking statements.

Important factors that could cause the actual results of operations or financial condition of the Company to differ include, but are not necessarily limited to, the overall level of consumer spending for apparel; changes in trends in the segments of the market in which the Company competes; the financial strength of the retail industry; actions of competitors that may impact the Company's business; the Company's ability, and the ability of its suppliers and customers, to adequately address the Year 2000 computer issue; and the impact of unforeseen economic changes in the markets where the Company competes, such as changes in interest rates, currency exchange rates, inflation rates, recession, and other external economic and political factors over which the Company has no control.

PART II - OTHER INFORMATION

Item 4 - Submission of Matters to a Vote of Security Holders

At the Annual Meeting of Shareholders of the Company held on April 20, 1999, the following three nominees to the Board of Directors were elected to serve until the 2002 Annual Meeting:

	Votes For	Votes Withheld
Ursula F. Fairbairn	104,016,922	744,680
Barbara S. Feigin	104,028,577	733,025
Mackey J. McDonald	103,751,517	1,010,085

The proposal to reapprove certain material terms of the Company's Executive Incentive Compensation Plan was approved by the shareholders. The vote was 101,289,915 for, 2,847,355 against, and 624,332 abstaining. Also, the proposal to amend and reapprove the 1996 Stock Compensation Plan was approved by the shareholders. The vote was 97,159,649 for, 6,895,867 against, and 706,086 abstaining.

Item 6 - Exhibits and Reports on Form 8-K

(a) Exhibit 27 - Financial data schedule as of April 3, 1999

(b) Reports on Form 8-K - There were no reports on Form 8-K filed for the three months ended April 3, 1999.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

V.F. CORPORATION

(Registrant)

By: /s/ Robert K. Shearer

Robert K. Shearer
Vice President - Finance
(Chief Financial Officer)

Date: May 7, 1999

By: /s/ Timothy R. Wheeler

Timothy R. Wheeler
Vice President - Controller
(Chief Accounting Officer)

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statements included in Form 10-Q for April 3, 1999 and is qualified in its
entirety by reference to such financial statements.
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