

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 JUNE 29, 2002

Commission file number: 1-5256

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

<TABLE>

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

</TABLE>

105 CORPORATE CENTER BOULEVARD
GREENSBORO, NORTH CAROLINA 27408
(Address of principal executive offices)

(336) 424-6000
(Registrant's telephone number, including area code)

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

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 July 27, 2002, there were 109,392,519 shares of the registrant's Common Stock outstanding.

VF CORPORATION

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

<TABLE>
<CAPTION>

	THREE MONTHS ENDED		SIX MONTHS ENDED		
	JUNE 29 2002	JUNE 30 2001	JUNE 29 2002	JUNE 30 2001	
	-----	-----	-----	-----	
	<C>	<C>	<C>	<C>	
NET SALES	\$ 1,193,458	\$ 1,322,958	\$ 2,466,514	\$ 2,746,257	
COSTS AND OPERATING EXPENSES					
Cost of products sold	748,428	876,043	1,580,282	1,818,449	
Marketing, administrative and general expenses	298,195	307,776	605,168	637,445	
Other operating (income) expense, net	(5,507)	4,198	(10,247)	8,293	
	-----	-----	-----	-----	
	1,041,116	1,188,017	2,175,203	2,464,187	
	-----	-----	-----	-----	
OPERATING INCOME	152,342	134,941	291,311	282,070	
OTHER INCOME (EXPENSE)					
Interest income	1,767	1,508	3,221	3,517	
Interest expense	(16,493)	(24,176)	(35,333)	(49,101)	
Miscellaneous, net	436	(906)	2,932	(1,655)	
	-----	-----	-----	-----	
	(14,290)	(23,574)	(29,180)	(47,239)	
	-----	-----	-----	-----	
INCOME BEFORE INCOME TAXES AND CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING POLICY		138,052	111,367	262,131	234,831
INCOME TAXES	49,186	41,986	94,269	87,964	
	-----	-----	-----	-----	
INCOME BEFORE CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING POLICY		88,866	69,381	167,862	146,867
CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING POLICY FOR GOODWILL		--	--	(527,254)	--
	-----	-----	-----	-----	
NET INCOME (LOSS)	\$ 88,866	\$ 69,381	\$ (359,392)	\$ 146,867	
	=====	=====	=====	=====	
EARNINGS (LOSS) PER COMMON SHARE - BASIC					
Income before cumulative effect of change in accounting policy	\$ 0.79	\$ 0.61	\$ 1.47	\$ 1.29	
Net income (loss)	0.79	0.61	(3.33)	1.29	
EARNINGS (LOSS) PER COMMON SHARE - DILUTED					
Income before cumulative effect of change in accounting policy	\$ 0.79	\$ 0.60	\$ 1.47	\$ 1.27	
Net income (loss)	0.79	0.60	(3.33)	1.27	

WEIGHTED AVERAGE SHARES OUTSTANDING

Basic	109,626	111,571	109,793	111,762
Diluted	112,982	115,375	113,185	115,436

CASH DIVIDENDS PER COMMON SHARE \$ 0.24 \$ 0.23 \$ 0.48 \$ 0.46
</TABLE>

Note: If the nonamortization provisions of FASB Statement No. 142 had been applied at the beginning of 2001, income before cumulative effect of change in accounting policy would have been \$78,415 and \$164,973 for the second quarter and six months of 2001, respectively. Basic and diluted earnings per share before cumulative effect of change in accounting policy would have been \$.69 and \$.68, respectively, for the second quarter of 2001 and \$1.45 and \$1.43, respectively, for the six months of 2001.

See notes to consolidated financial statements.

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VF CORPORATION
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)
(IN THOUSANDS, EXCEPT SHARE AMOUNTS)

<TABLE>
<CAPTION>

	JUNE 29 2002	DECEMBER 29 2001	DECEMBER 29 2001	JUNE 30 2001
	---	---	---	---
	<C>	<C>	<C>	<C>
ASSETS				
CURRENT ASSETS				
Cash and equivalents	\$ 272,199	\$ 332,049		\$ 100,400
Accounts receivable, less allowances:				
June 29 - \$54,258; Dec 29 - \$62,964;				
June 30 - \$54,782	652,946	602,334		723,007
Inventories				
Finished products	580,237	624,343		851,911
Work in process	183,093	155,446		185,926
Materials and supplies	130,749	133,265		175,649
	-----	-----	-----	
	894,079	913,054		1,213,486
Other current assets	185,789	183,983		156,462
	-----	-----	-----	
Total current assets	2,005,013	2,031,420		2,193,355
PROPERTY, PLANT AND EQUIPMENT			1,778,912	1,818,397
Less accumulated depreciation		1,174,686	1,163,705	1,118,751
	-----	-----	-----	
	604,226	654,692		741,565
GOODWILL	471,534	1,015,783		1,078,501
OTHER ASSETS	416,360	401,121		394,746
	-----	-----	-----	
	\$ 3,497,133	\$ 4,103,016		\$ 4,408,167
	=====	=====	=====	

LIABILITIES AND SHAREHOLDERS' EQUITY

CURRENT LIABILITIES

Short-term borrowings	\$ 65,302	\$ 77,900	\$ 272,325
Current portion of long-term debt	640	696	7,656
Accounts payable	266,051	251,588	290,099
Accrued liabilities	529,424	483,649	426,980

Total current liabilities	861,417	813,833	997,060	
LONG-TERM DEBT	702,777	904,035	904,469	
OTHER LIABILITIES	246,400	228,501	228,006	
REDEEMABLE PREFERRED STOCK		41,700	45,631	46,921
DEFERRED CONTRIBUTIONS TO EMPLOYEE STOCK OWNERSHIP PLAN		--	(1,780)	(4,769)
	41,700	43,851	42,152	
COMMON SHAREHOLDERS' EQUITY				
Common Stock, stated value \$1; shares authorized, 300,000,000; shares outstanding; June 29 - 109,181,006; Dec 29 - 109,998,190; June 30 - 111,468,229	109,181	109,998	111,468	
Additional paid-in capital	924,159	884,638	870,274	
Accumulated other comprehensive income (loss)	(108,871)	(103,040)	(98,765)	
Retained earnings	720,370	1,221,200	1,353,503	
Total common shareholders' equity	1,644,839	2,112,796	2,236,480	
	\$ 3,497,133	\$ 4,103,016	\$ 4,408,167	

</TABLE>

See notes to consolidated financial statements.

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

<TABLE>
<CAPTION>

	SIX MONTHS ENDED	
	JUNE 29 2002	JUNE 30 2001
	----	----
	<C>	<C>
OPERATIONS		
Net income (loss)	\$(359,392)	\$ 146,867
Adjustments to reconcile net income (loss) to cash provided by operations:		
Cumulative effect of change in accounting policy	527,254	--
Restructuring costs	3,266	--
Depreciation	54,562	67,924
Amortization of goodwill	--	18,454
Other, net	(3,585)	(4,550)
Changes in current assets and liabilities:		
Accounts receivable	(36,971)	(15,509)
Inventories	20,131	(101,780)
Accounts payable	13,283	(43,921)
Other, net	43,672	28,093
Cash provided by operations	262,220	95,578
INVESTMENTS		
Capital expenditures	(22,094)	(43,547)
Sale of business	23,978	--
Other, net	(4,301)	7,251
Cash invested	(2,417)	(36,296)

FINANCING

Increase (decrease) in short-term borrowings	(11,826)	128,527	
Payment of long-term debt	(200,956)	(106,986)	
Purchase of Common Stock	(84,850)	(72,723)	
Cash dividends paid	(54,190)	(53,163)	
Proceeds from issuance of Common Stock		34,530	32,234
Other, net	(5,623)	(2,225)	
	-----	-----	
Cash used by financing	(322,915)	(74,336)	
EFFECT OF FOREIGN CURRENCY RATE CHANGES ON CASH			3,262 (3,437)
	-----	-----	
NET CHANGE IN CASH AND EQUIVALENTS		(59,850)	(18,491)
CASH AND EQUIVALENTS - BEGINNING OF YEAR		332,049	118,891
	-----	-----	
CASH AND EQUIVALENTS - END OF PERIOD		\$ 272,199	\$ 100,400
	=====	=====	

</TABLE>

See notes to consolidated financial statements.

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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. Similarly, the 2001 year-end consolidated balance sheet was derived from audited financial statements but does not include all disclosures required by generally accepted accounting principles. 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 six months ended June 29, 2002 are not necessarily indicative of results that may be expected for the year ending January 4, 2003. 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 December 29, 2001.

NOTE B - ACQUISITIONS

The Company accrued various restructuring charges in connection with the businesses acquired in 1999 and 2000. These charges relate to severance, closure of manufacturing and distribution facilities, and lease and contract termination costs. Substantially all cash payments related to these actions will be completed during 2002. Activity in the accrual accounts is summarized as follows (in thousands):

<TABLE>
<CAPTION>

	Severance	Facilities Exit Costs	Lease and Contract Termination	Total
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Balance December 29, 2001	\$ 2,178	\$ 105	\$ 7,677	\$ 9,960
Cash payments	(856)	(105)	(5,596)	(6,557)
	-----	-----	-----	-----
Balance June 29, 2002	\$ 1,322	\$ --	\$ 2,081	\$ 3,403
	=====	=====	=====	=====

</TABLE>

NOTE C - RESTRUCTURING ACCRUALS

Activity in the restructuring accrual related to the 2001/2002 Strategic Repositioning Program is summarized as follows (in thousands):

<TABLE>
<CAPTION>

	Facilities Exit Severance	Lease and Contract Costs	Termination	Total
<S>	<C>	<C>	<C>	<C>
Balance December 29, 2001	\$ 78,399	\$ 5,178	\$ 16,562	\$ 100,139
Accrual for 2002 actions	2,603	9,145	--	11,748
Noncash charges	--	(9,039)	--	(9,039)
Cash payments	(37,921)	(2,412)	(7,251)	(47,584)
Reduction of accrual	(3,911)	(136)	(847)	(4,894)
	-----	-----	-----	-----
Balance June 29, 2002	\$ 39,170	\$ 2,736	\$ 8,464	\$ 50,370

</TABLE>

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These actions affect approximately 14,200 of the Company's employees. As of June 29, 2002, 13,500 employees have been terminated.

Activity in the 2000 restructuring accrual is summarized as follows (in thousands):

<TABLE>
<CAPTION>

	Facilities Exit Severance	Lease and Contract Costs	Termination	Total
<S>	<C>	<C>	<C>	<C>
Balance December 29, 2001	\$ 1,644	\$ 449	\$ 6,864	\$ 8,957
Cash payments	(1,179)	(301)	(728)	(2,208)
Reduction of accrual	--	--	(203)	(203)
	-----	-----	-----	-----
Balance June 29, 2002	\$ 465	\$ 148	\$ 5,933	\$ 6,546

</TABLE>

The Company's restructuring actions are proceeding as planned. Management determined that a total of \$5.1 million of the 2000 and 2001 accrued restructuring liabilities was no longer required due to reduced severance (because employees worked longer than originally planned during the 60 day notice periods required by the Worker Adjustment Retraining Notification Act of 1988) and other cost savings. In addition, management determined that \$3.4 million of restructuring-related inventory and other asset charges were no longer required. Accordingly, a total of \$8.5 million was credited to income, of which \$6.4 million related to ongoing businesses and \$2.1 million to the business exits. We believe that the remaining accruals are adequate to cover the remaining costs. The majority of the remaining severance and other cash payments will be made through 2002.

NOTE D - CAPITAL

Common shares outstanding are net of shares held in treasury, and in substance retired, of 31,142,436 at June 29, 2002, 29,141,452 at December 29, 2001 and 27,140,946 at June 30, 2001. In addition, 254,613 shares of VF Common Stock at June 29, 2002, 266,203 shares at December 29, 2001 and 302,508 shares at June 30, 2001 are held in trust for deferred compensation plans. These shares are treated for financial accounting purposes as treasury stock at each of the respective dates.

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 Convertible Preferred Stock, of which 1,350,483 shares were outstanding at June

NOTE E - BUSINESS SEGMENT INFORMATION

Outdoor Apparel and Equipment was separately reported as a segment for the first time at the end of 2001; accordingly, prior year information has been restated. Financial information for the Company's reportable segments is as follows (in thousands):

<TABLE>

<CAPTION>

	Second Quarter		Six Months	
	2002	2001	2002	2001
<S>	<C>	<C>	<C>	<C>
Net sales:				
Consumer Apparel	\$ 903,319	\$ 970,493	\$ 1,891,915	\$ 2,049,741
Occupational Apparel	115,805	135,319	236,521	293,736
Outdoor Apparel and Equipment		107,320	115,892	194,929
All Other	67,014	101,254	143,149	198,653
Consolidated net sales	\$ 1,193,458	\$ 1,322,958	\$ 2,466,514	\$ 2,746,257
Segment profit:				
Consumer Apparel	\$ 149,830	\$ 135,167	\$ 297,166	\$ 294,118
Occupational Apparel	15,144	10,781	28,966	24,644
Outdoor Apparel and Equipment		9,995	11,312	14,710
All Other	(1,438)	9,139	1,751	14,286
Total segment profit	173,531	166,399	342,593	344,921
Interest, net	(14,726)	(22,668)	(32,112)	(45,584)
Amortization of goodwill	--	(9,208)	--	(18,454)
Restructuring charges, net	3,910	--	(3,266)	--
Corporate and other expenses	(24,663)	(23,156)	(45,084)	(46,052)
Income before income taxes and cumulative effect of change in accounting policy	\$ 138,052	\$ 111,367	\$ 262,131	\$ 234,831

</TABLE>

Restructuring charges, net of reversals, relate to the following segments (in thousands):

<TABLE>

<CAPTION>

	Second Quarter	Six Months
	2002	2002
<S>	<C>	<C>
Consumer Apparel	\$ 2,828	\$ (882)
Occupational Apparel	316	(3,116)
Outdoor Apparel and Equipment		521
All Other	245	487
Total	\$ 3,910	\$(3,266)

</TABLE>

NOTE F - COMPREHENSIVE INCOME (LOSS)

Comprehensive income consists of net income, 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 (loss) was as follows (in

thousands):

<TABLE>
<CAPTION>

	Second Quarter		Six Months		
	2002	2001	2002	2001	
Net income (loss)	\$ 88,866	\$ 69,381	\$(359,392)	\$ 146,867	
Other comprehensive income (loss):					
Foreign currency translation adjustments, net of income taxes	9,460	(1,575)	4,418	(15,166)	
Unrealized gains (losses) on marketable securities, net of income taxes	(285)	323	673	83	
Derivative hedging contracts, net of income taxes	(11,101)	838	(10,922)	4,193	
Comprehensive income (loss)	\$ 86,940	\$ 68,967	\$(365,223)	\$ 135,977	

</TABLE>

The change in foreign currency translation adjustments in 2002 was due to the weakening of the U.S. dollar in relation to the euro and other currencies of European countries where the Company has operations, partially offset by the strengthening of the U.S. dollar in relation to the Mexican Peso.

We monitor net foreign currency market exposures and may in the ordinary course of business enter into foreign exchange forward contracts to hedge specific foreign currency transactions or anticipated cash flows relating to changes in exchange rates. Use of these financial instruments allows us to reduce the Company's overall exposure to exchange rate movements, since gains and losses on these contracts will offset the losses and gains on the transactions being hedged. With the weakening of the U.S. dollar near the end of the second quarter of 2002, certain of our international operating businesses have experienced, or are expected to experience, transaction gains in their operating results. The Company's hedging practice has resulted in net realized and unrealized hedging losses that are deferred in Other Comprehensive Income until the underlying transactions are realized. Accordingly, there is an offsetting hedging liability recorded in Accrued Liabilities.

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Accumulated other comprehensive income (loss) for 2002 is summarized as follows (in thousands):

<TABLE>
<CAPTION>

	Foreign Currency Translation	Marketable Securities	Minimum Hedging Contracts	Pension Liability	Total
Balance December 29, 2001	\$(106,169)	\$ 590	\$ 4,192	\$ (1,653)	\$(103,040)
Other comprehensive income (loss)	4,418	673	(10,922)	--	(5,831)
Balance June 29, 2002	\$(101,751)	\$ 1,263	\$ (6,730)	\$ (1,653)	\$(108,871)

</TABLE>

NOTE G - EARNINGS PER SHARE

Earnings per share, based on income before the cumulative effect of a change in accounting policy, are computed as follows (in thousands, except per share amounts):

<TABLE>
<CAPTION>

	Second Quarter		Six Months	
	2002	2001	2002	2001
<S>	<C>	<C>	<C>	<C>
Basic earnings per share:				
Income before cumulative effect of change in accounting policy	\$ 88,866	\$ 69,381	\$ 167,862	\$ 146,867
Less Preferred Stock dividends and redemption premium	2,659	1,496	6,079	2,959
Income available for Common Stock	\$ 86,207	\$ 67,885	\$ 161,783	\$ 143,908
Weighted average Common Stock outstanding	109,626	111,571	109,793	111,762
Basic earnings per share	\$ 0.79	\$ 0.61	\$ 1.47	\$ 1.29

</TABLE>

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<TABLE>
<CAPTION>

	Second Quarter		Six Months	
	2002	2001	2002	2001
<S>	<C>	<C>	<C>	<C>
Diluted earnings per share:				
Income before cumulative effect of change in accounting policy	\$ 88,866	\$ 69,381	\$ 167,862	\$ 146,867
Increased ESOP expense if Preferred Stock were converted to Common Stock	172	213	344	413
Income available for Common Stock and dilutive securities	\$ 88,694	\$ 69,168	\$ 167,518	\$ 146,454
Weighted average Common Stock outstanding	109,626	111,571	109,793	111,762
Additional Common Stock resulting from dilutive securities:				
Preferred Stock	2,160	2,420	2,202	2,450
Stock options and other	1,196	1,384	1,190	1,224
Weighted average Common Stock and dilutive securities outstanding	112,982	115,375	113,185	115,436
Diluted earnings per share	\$ 0.79	\$ 0.60	\$ 1.47*	\$ 1.27

</TABLE>

* Reduced from \$1.48 due to antidilution.

Outstanding options to purchase 5.7 million shares and 5.6 million shares of Common Stock have been excluded from the computation of diluted earnings per share for the second quarter and the six months of 2002, respectively, because the option exercise prices were greater than the average market price of the Common Stock. Similarly, options to purchase 3.6 million shares and 4.7 million shares of Common Stock were excluded for the second quarter and six months of 2001, respectively.

NOTE H - CHANGES IN ACCOUNTING POLICIES

Effective at the beginning of the first quarter of 2002, the Company adopted Financial Accounting Standards Board (FASB) Statement No. 142, Goodwill and Other Intangible Assets. Under this Statement, goodwill and intangible assets with indefinite useful lives will not be amortized but must be tested at least annually at the individual reporting unit level to determine if a write-down in value is required. Other intangible assets will be amortized over their

estimated useful lives. The new Statement also requires an initial test for write-down of existing goodwill and intangible assets to determine if the existing carrying value exceeds its fair value.

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Activity in the goodwill accounts during 2002 is summarized by business segment as follows (in thousands):

<TABLE>
<CAPTION>

	Consumer Apparel	Occupational Apparel	Outdoor Apparel and Equipment	All Other	Total	
<S>	<C>	<C>	<C>	<C>	<C>	
Balance December 29, 2001	\$ 554,373	\$ 139,654	\$ 110,036	\$ 211,720	\$ 1,015,783	
Change in accounting policy	(232,126)	(109,543)	--	(185,585)	(527,254)	
Sale of Jantzen	(17,737)	--	--	(17,737)		
Currency translation	279	--	463	--	742	
Balance June 29, 2002	\$ 304,789	\$ 30,111	\$ 110,499	\$ 26,135	\$ 471,534	

</TABLE>

Also under the new Statement, goodwill amortization, which totaled \$36.0 million (\$.32 per share) for fiscal year 2001, is no longer required. The following presents the adjusted income and earnings per share as if goodwill had not been required to be amortized in the prior year periods (in thousands, except per share amounts):

<TABLE>
<CAPTION>

	Second Quarter 2001	Six Months 2001
<S>	<C>	<C>
Reported net income	\$ 69,381	\$ 146,867
Add back goodwill amortization, net of income taxes	9,034	18,106
Adjusted net income	\$ 78,415	\$ 164,973
Basic earnings per share:		
Reported net income	\$ 0.61	\$ 1.29
Add back goodwill amortization	0.08	0.16
Adjusted basic earnings per share	\$ 0.69	\$ 1.45
Diluted earnings per share:		
Reported net income	\$ 0.60	\$ 1.27
Add back goodwill amortization	0.08	0.16
Adjusted diluted earnings per share	\$ 0.68	\$ 1.43

</TABLE>

The Company adopted FASB Statement No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, at the beginning of 2002. This Statement establishes accounting standards for the recognition and measurement of long-lived assets held for use or held for disposal. Also under this Statement, the historical operating results of the Private Label knitwear and the Jantzen swimwear business units will be reclassified as discontinued operations following liquidation of those businesses by the end of the third quarter of 2002.

In April 2002, the FASB issued Statement No. 145. This Statement modifies or amends several other authoritative pronouncements, including those covering gains and losses from extinguishment of debt. This statement is not expected to have a material impact on the financial position, results of operations or cash flows of the Company.

On June 28, 2002, the FASB issued Statement No. 146, Accounting for Exit and Disposal Activities, which is required to be adopted for disposal activities initiated after December 31, 2002. Management is currently evaluating the effects of this Statement.

NOTE I - SUBSEQUENT EVENT

Subsequent to the end of the second quarter, the Board of Directors declared a regular quarterly cash dividend of \$.24 per share, payable on September 20, 2002 to shareholders of record as of the close of business on September 10, 2002.

PART I - FINANCIAL INFORMATION

Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations

DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS

STRATEGIC REPOSITIONING PROGRAM

During the fourth quarter of 2001, we initiated a Strategic Repositioning Program. This consisted of a series of actions to exit underperforming businesses and to aggressively reduce the Company's overall cost structure by closing higher cost manufacturing plants, consolidating distribution centers and reducing administrative functions. The total cost of the approved actions was estimated at \$265 million. The Company recorded pretax charges of \$236.8 million (\$1.53 per share, with all per share amounts presented on a diluted basis) in the fourth quarter of 2001, with the balance of the charges estimated at \$25 to \$30 million to be recorded in 2002. During the first and second quarters of 2002, the Company recorded \$7.2 million (\$.04 per share) and \$4.6 million (\$.03 per share), respectively, of restructuring charges related to these actions. The remaining charges will be incurred over the balance of 2002 as plant or other facility closings are announced. In addition, during the second quarter we reversed \$6.4 million (\$.04 per share) of restructuring charges related to severance accrual revisions and other lower than expected future closing costs in our ongoing businesses.

As part of the Strategic Repositioning Program, we decided to exit our Private Label knitwear and Jantzen swimwear businesses. We had estimated the costs to be incurred in 2002 during the phaseout of these businesses would be \$15 million. During the second quarter, the net impact on reported results related to these businesses was a contribution to pretax income of \$1.8 million or \$.01 per share. Year-to-date, the impact was a contribution to pretax income of \$4.9 million or \$.03 per share, including the gain on sale of Jantzen. The Private Label knitwear business has been winding down since the closure announcement in the fourth quarter of 2001. The Jantzen swimwear business was sold to Perry Ellis International, Inc. in March 2002 for a total consideration of \$24.0 million, with the Company retaining current season inventories and other working capital. Shipments have been substantially completed, and liquidation of both business units is expected to be substantially completed by the end of the third quarter. At that time we expect to reclassify their operating results and assets and liabilities to present them separately as discontinued operations in the financial statements.

We expect cash expenses under the Strategic Repositioning Program will approximate \$120 million. We also expect that asset sales and liquidation of working capital in the businesses to be exited will generate more than \$80 million of cash proceeds, leaving a net cash outflow of less than \$40 million. Through the first six months of 2002, cash payments totaled approximately \$57 million and cash proceeds of \$65 million have been received. Payments required in connection with these restructuring charges are not expected to have a significant effect on the Company's liquidity. We also expect that these actions will result in cost reductions of \$100 million in 2002, with an additional \$30 million of savings to be achieved in 2003.

See Note C to the consolidated financial statements for additional information on restructuring charges.

CONSOLIDATED STATEMENTS OF INCOME

For the second quarter of 2002, VF reported consolidated income of \$88.9 million, equal to \$.79 per share, compared with \$69.4 million or \$.60 per share in the 2001 period. For the first half of 2002, reported income (before the effect of a change in accounting policy for goodwill) was \$167.9 million, equal to \$1.47 per share, compared with \$146.9 million or \$1.27 per share in 2001. Excluding the effects of actions related to the Strategic Repositioning Program, income was \$86.6 million, or \$.77 per share, in the 2002 quarter and \$167.1 million, or \$1.47 per share, in the 2002 first half. The nonrecurring items related to the Strategic

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Repositioning Program in the quarter and year-to-date periods ended June 29, 2002, and the income statement lines affected by their inclusion, are as follows (in thousands, except per share amounts):

<TABLE>
<CAPTION>

	Second Quarter		Six Months		
	Pretax Amount	EPS	Pretax Amount	EPS	
<S>	<C>	<C>	<C>	<C>	
Earnings per share, excluding nonrecurring items			\$.77		\$ 1.47
Nonrecurring items:					
Restructuring charges	\$ (4,572)	(.03)	\$ (11,748)	(.08)	
Reversal of prior years' restructuring charges		6,354	.04	6,354	.04
Gain on sale of closed facilities			1,797	.01	
Impact of Private Label knitwear and Jantzen swimwear businesses to be exited:					
Operating results, net of exit costs and expenses and \$2,128 reversal of prior year restructuring charges		1,799	.01	3,494	.02
Gain of sale of Jantzen	--	--	1,363	.01	
Earnings per share, as reported before accounting change			\$.79		\$ 1.47
Restructuring charges:					
Cost of products sold	\$ (3,334)		\$ (9,269)		
Marketing, administrative and general expenses		(1,238)		(2,479)	
	\$ (4,572)		\$ (11,748)		
Reversal of prior years' restructuring charges:					
Cost of products sold	\$ 5,060		\$ 5,060		
Marketing, administrative and general expenses		1,294		1,294	
	\$ 6,354		\$ 6,354		
Gain on sale of closed facilities:					
Cost of products sold	\$ --		\$ 1,797		
Gain on sale of Jantzen:					
Miscellaneous income	\$ --		\$ 1,363		

</TABLE>

Sales in both the second quarter and first six months of 2002 declined by 10% to \$1,193.5 million in the quarter and to \$2,466.5 million in the first half. The

declines were due to unit volume decreases in domestic business units. Sales of the knitwear and swimwear businesses being liquidated declined by \$52 million compared with the prior year quarter and declined by \$76 million compared with the prior year first half. Excluding the reduction in sales of the businesses being exited, 2002 sales declined 6% in the quarter and 8% in the first half. Also, in translating foreign currencies into the U.S. dollar, the stronger U.S. dollar reduced 2002 sales comparisons by \$7 million in the quarter and \$18 million in the first half relative to the prior year periods.

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Gross margin was 37.3% of sales in the quarter and 35.9% in the six months of 2002, compared with 33.8% in both 2001 periods. Gross margin improved as the benefits of the Strategic Repositioning Program are being realized through lower cost sourcing and improved capacity utilization. The prior year periods included expenses related to downtime in manufacturing plants, particularly in domestic jeanswear. There are also lower sales of distressed product in 2002. In addition, gross margin in the 2002 periods includes the effects of three nonrecurring items explained in the table above: restructuring charges, reversal of prior years' restructuring charges and gains on the sale of two closed facilities. Excluding the combined operating results of the two business exits and the above nonrecurring items, gross margin was 37.3% in the 2002 quarter and 36.4% in the 2002 first half.

Marketing, administrative and general expenses were 25.0% of sales in the quarter and 24.5% in the six months of 2002, compared with 23.3% and 23.2% in the 2001 periods. Overall expenses declined due to cost reduction benefits of the Strategic Repositioning Program. Expenses as a percent of sales increased due to higher advertising spending on a lower level of sales. For the year, we are planning an increase of 11% in advertising, with the increase focused on the Company's Lee(R), Wrangler(R), Vanity Fair(R) and Vassarette(R) brands. Accruals for incentive compensation also increased due to the Company's improved financial performance in 2002. In addition, 2002 includes nonrecurring restructuring charges, net of reversal of prior periods' restructuring charges, as explained in the table above.

Other operating income and expense includes net royalty income. In addition, this caption in 2001 included \$9.2 million of amortization of goodwill in the quarter and \$18.5 million in the six months, which is not required in 2002 under FASB Statement No. 142, as discussed in Note H to the consolidated financial statements.

Operating income, as reported, was 12.8% of sales in the second quarter of 2002 and 11.8% in the first six months of 2002, compared with 10.2% and 10.3% in the 2001 periods. Excluding the impact of the (1) nonrecurring items in 2002, (2) businesses to be exited in both years and (3) the change in accounting for nonamortization of goodwill in both years, operating margins would have been 12.8% in the quarter and 12.3% in the six months of 2002, compared with 11.8% and 11.6% in the 2001 periods.

Net interest expense decreased in 2002 due to lower average borrowings. Miscellaneous income includes a \$1.4 million gain on sale of the Jantzen swimwear business in the first quarter of 2002.

The effective income tax rate (before the cumulative effect of the change in accounting policy) was 36.0% in 2002 and 37.5% in 2001. The effective rate declined in 2002 due to the elimination of nondeductible goodwill amortization expense and an expected lower effective tax rate on foreign earnings.

The Company adopted FASB Statement No. 142 effective at the beginning of 2002. This required change in accounting policy resulted in a nonrecurring noncash charge of \$527.3 million, without tax benefit, or \$4.80 per share in the first quarter of 2002. See Note H to the consolidated financial statements for additional details. Including the effect of this accounting change, the net loss as reported was \$359.4 million (\$3.33 per share) in the first half of 2002, compared with net income of \$146.9 million (\$1.27 per share) in the 2001 period.

INFORMATION BY BUSINESS SEGMENT

The Consumer Apparel segment consists of our jeanswear, women's intimate apparel, swimwear and children's apparel businesses. Overall, segment sales declined by 7% and 8% in the 2002 second quarter and six months, respectively, reflecting continued slow consumer spending on apparel and the effects of a bankruptcy filing by a major customer. Domestic jeanswear sales declined 5% in

the quarter and 8% in the six months reflecting softness in the jeans market, inventory reductions taken by certain major customers, selected price reductions and pressure from lower priced private label goods in the mass channel. We do,

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however, expect sales in dollars and units to increase in the second half of the year. Sales in international jeanswear markets declined 3% in the quarter before unfavorable currency translation effects. For the first half, international jeanswear sales were flat (excluding currency effects), with an increase in Europe offset by a decline in Latin America. Domestic intimate apparel sales declined 7% in the quarter and 6% in the six months due to lower sales in the mass channel and in private label, offset in part by higher sales of Vanity Fair(R) and other branded products in the department store channel. The integration of our Bestform business into our other domestic intimate apparel business was completed during the second quarter with no business disruptions. Sales declined at Jantzen swimwear as that business has been held for disposition since November 2001. Segment profit increased 11% in the quarter and 1% in the first half of 2002. The increase in segment profit occurred at Jantzen due to favorable consumer response to the 2002 swimwear line and expense control during this liquidation period, as contrasted with operating losses incurred in the prior year periods. Elsewhere in Consumer Apparel, overall segment profit was flat in the quarter but declined in the six months.

The Occupational Apparel segment includes the Company's industrial, career and safety apparel businesses. Sales decreased 14% in the quarter and 19% in the first six months of 2002 due to (1) ongoing workforce reductions in the U.S. manufacturing sector that has impacted overall workwear uniform sales, (2) ongoing consolidation of the industrial laundry industry, with some of our customers placing greater reliance on their in-house manufacturing, and (3) elimination of workwear product lines that were discontinued during 2001. Segment profit increased in both periods, representing higher margins earned due to cost reduction efforts on reduced sales volume and elimination of operating losses on discontinued product lines.

The Outdoor Apparel and Equipment segment consists of the Company's outdoor-related businesses represented by outerwear, equipment, backpacks and daypacks. Sales declined in both the 2002 quarter and six months. Segment profit declined in the quarter but increased in the six months due to increased profitability in the European businesses. Because of the seasonal nature of the businesses comprising this segment, the low level of profitability in the first half of the year is not indicative of expected full year results.

The All Other segment includes the Company's licensed sportswear and distributor knitwear businesses, as well as the Private Label knitwear business that is being liquidated during 2002. The sales declines and segment losses reported in the 2002 periods are due to the Private Label business exit. Excluding results of the Private Label knitwear business, remaining businesses experienced growth in both sales and segment profit in the 2002 periods.

DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION

BALANCE SHEETS

Accounts receivable at the end of the second quarter of 2002 are lower than at the same period in 2001 due to lower sales in the 2002 quarter. Receivables are higher than at the end of 2001 due to seasonal sales patterns. The allowance for bad debts declined in 2002 due to write-off of accounts receivable related to the bankruptcy of a major retail customer in the first quarter.

Inventories over the last twelve months declined by over \$300 million. Inventories declined by \$19 million in the first six months of 2002. This included a much lower than normal seasonal increase of \$27 million in the ongoing businesses and a \$46 million reduction in the Private Label knitwear and Jantzen swimwear businesses that are being liquidated. Since most of the inventory reduction occurred in the second half of 2001, we expect only a modest further reduction in inventories of continuing businesses by the end of 2002 compared with 2001 year-end levels. However, an improvement in retail market conditions could require higher inventory levels to properly service retail customers.

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Property, plant and equipment declined over the last year due to depreciation

expense exceeding capital spending and the write-down of assets related to the 2001 restructuring actions.

Goodwill was written down effective at the beginning of 2002 due to adoption of FASB Statement No. 142. (See Note H to the consolidated financial statements for details.) In addition, the balance declined over the last year from write-downs related to disposition of businesses and amortization expense in 2001.

Accounts payable declined from the prior year level due to reduced inventory purchases. The increase in other accrued liabilities from the prior year relates to restructuring charges recorded in the fourth quarter of 2001 and increased income tax liabilities resulting from improved operating results. The increases in accounts payable and in accrued liabilities from the end of 2001 are due to seasonal patterns.

Long-term debt has been reduced by the early redemption in February 2002 of a total of \$200.0 million of notes due in 2003 and 2004. Short-term borrowings have been reduced with the Company's strong cash flow from operations over the last year. Short-term borrowings remaining at June 2002 relate to our international businesses.

By the end of the second quarter of 2002, all of the ESOP Convertible Preferred Stock had been allocated to participant accounts in the 401(k) savings plan. Beginning in April 2002, Company matching contributions to the savings plan are being made in cash instead of Preferred Stock. This change will not have a significant effect on cash requirements.

LIQUIDITY AND CASH FLOWS

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

<TABLE>

<CAPTION>

	June 29 2002	December 29 2001	June 30 2001
	----	----	----
	(Dollars in millions)		
<S>	<C>	<C>	<C>
Working capital	\$ 1,143.6	\$1,217.6	\$1,196.3
Current ratio	2.3 to 1	2.5 to 1	2.2 to 1
Debt to total capital	31.9%	31.7%	34.6%

</TABLE>

The debt to total capital ratio was significantly affected at June 2002 by repayment of \$212 million of debt during the first half of the year and the cumulative effect of the accounting change for goodwill recorded at the beginning of 2002. Net of cash, our debt to total capital ratio at June 2002 was 23.2%.

The primary source of liquidity is the Company's cash flow provided by operations, which was a record \$262.2 million in the first half of 2002. Of that amount, \$38 million related to the two businesses being liquidated. Cash provided by operations in 2002 is expected to surpass \$500 million.

Since the 2001 Annual Report on Form 10-K, there have been no material changes relating to the Company's fixed obligations that require the use of funds or other financial commitments that may require the use of funds, other than the early redemption of \$200.0 million of debt in February 2002. The Company maintains a \$750.0 million unsecured revolving credit agreement with a group of banks, of which the total amount is available for borrowing. With existing cash balances and cash flow from operations, as well as unused credit lines and additional borrowing capacity, the Company has substantial liquidity to meet all of its obligations when due and flexibility to meet investment opportunities that may arise. During the second quarter of 2002, \$100.0 million of the Company's 9.25% debentures due in 2022 became redeemable. If the Company elects

to call this debt, any redemption would be funded by existing cash balances or by issuance of new debt. The call premium, along with the write-off of deferred issuance costs, would result in an expense of \$5.0 million.

Capital expenditures were lower in the first six months of 2002. For the full year, we expect capital spending to approximate the 2001 level. Capital spending will be funded by cash flow from operations.

The Company purchased 1.0 million shares of its Common Stock in open market transactions during each of the first two quarters of 2002 at a total cost of \$84.9 million. Under its current authorization from the Board of Directors, the Company may purchase up to an additional 8.0 million shares. We intend to purchase approximately one million shares per quarter during 2002, although this rate of repurchase may be adjusted depending on acquisition opportunities that may arise.

The Company has received notice of proposed income tax deficiencies from the Internal Revenue Service ("IRS") for examination of the Company's 1995 to 1997 tax years. Management believes the ultimate outcome of the IRS audits will not have a material adverse impact on the Company's financial position or results of operations.

OUTLOOK

Looking ahead to the remainder of 2002:

- - The retail climate remains challenging. However, sales comparisons in the second half should show improvement over first half results. Excluding the business exits, we expect sales increases over the prior year levels. Specifically for the third quarter, we expect reported sales to be about flat with the prior year period. Excluding sales in both years of the businesses that are being exited, third quarter sales in ongoing businesses should increase by about 4%, with increases in most business units.
- - We approved an estimated \$265 million of restructuring charges in the fourth quarter of 2001 and expected that \$25 to \$30 million of those costs would be recorded in 2002 as the actions were carried out. Of that amount, \$11.7 million was recorded in the first half of the year. In addition, costs and operating losses to be incurred in liquidation of the Private Label knitwear and Jantzen swimwear businesses were originally estimated to be \$15 million. The combined impact of these restructuring charges and business exit costs was originally estimated at \$.25 per share. With lower net costs achieved in the first half, we now expect the net effect of the restructuring costs and business exits to be less than \$.20 per share.
- - We anticipate a 200 basis point improvement in operating margins for the full year.
- - Assuming no significant acquisitions in the second half, interest expense for the remainder of the year should continue to decline by at least \$2 - 3 million per quarter relative to the prior year periods. This excludes any call premium expense related to possible redemption of the 2022 debentures.
- - The effective income tax rate is expected to approximate the rate at the end of six months.
- - To establish an appropriate basis for comparison, had the change in accounting for goodwill amortization expense (\$.32 per share) occurred in 2001 and excluding restructuring charges (\$1.53 per share), earnings for 2001 would have been \$3.00 per share. For the year 2002, excluding the effects of the 2002 restructuring charges and costs related to discontinued businesses (which together are estimated at \$.20 per share) and the write-off of goodwill related to the change in accounting policy, management expects earnings per share to increase by 12%. For the third quarter, earnings per share are expected to increase approximately 20% over the prior year level. This estimate also includes the absence of goodwill amortization expense in 2002 and excludes the aforementioned nonrecurring items.

CAUTIONARY STATEMENT ON FORWARD-LOOKING STATEMENTS

From time to time, we may make oral or written statements, including statements in this Quarterly Report, that constitute "forward-looking statements" within the meaning of the federal securities laws. This includes statements concerning plans, objectives, projections and expectations relating to the Company's

operations or economic performance, and assumptions related thereto.

Forward-looking statements are made based on our expectations and beliefs concerning future events impacting the Company and therefore involve a number of risks and uncertainties. We caution that forward-looking statements are not guarantees and 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; competitive conditions in and financial strength of our suppliers and of our retail customers; actions of competitors, customers, suppliers and service providers that may impact the Company's business; completion of software developed by outside vendors and the related implementation of the Company's common systems project; the ability to execute our restructuring initiatives and to achieve the anticipated cost savings; the availability of new acquisitions that increase shareholder value and our ability to integrate new acquisitions successfully; and the impact of 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 we have no control.

Item 3 - Quantitative and Qualitative Disclosures about Market Risk

There have been no significant changes in the Company's market risk exposures from what was disclosed in Item 7A of the Company's Annual Report on Form 10-K for the year ended December 29, 2001.

PART II - OTHER INFORMATION

Item 6 - Exhibits and Reports on Form 8-K

- (a) Exhibit 99.1 - Statement under oath of the principal executive officer, Mackey J. McDonald, regarding facts and circumstances relating to exchange act filings.

Exhibit 99.2 - Statement under oath of the principal financial officer, Robert K. Shearer, regarding facts and circumstances relating to exchange act filings.

- (b) Reports on Form 8-K - There were no reports on Form 8-K filed for the three months ended June 29, 2002.

20 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: August 8, 2002

By: /s/ Robert A. Cordaro

Robert A. Cordaro

Vice President - Controller
(Chief Accounting Officer)

EXHIBIT 99.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of V.F. Corporation (the "Company") on Form 10-Q for the period ending June 29, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Mackey J. McDonald, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Mackey J. McDonald
Mackey J. McDonald
Chief Executive Officer
August 8, 2002

EXHIBIT 99.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of V.F. Corporation (the "Company") on Form 10-Q for the period ending June 29, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert K. Shearer, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Robert K. Shearer
Robert K. Shearer
Chief Financial Officer
August 8, 2002