SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

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

For the fiscal year ended JANUARY 2, 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)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

<TABLE>
<CAPTION>

Title of each class	Name of each exchange on which registered
<S>	<C>
Common Stock, without par value, stated capital $1 per share	New York Stock Exchange and
Preferred Stock Purchase Rights	Pacific Exchange

</TABLE>

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: NONE

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 [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]
As of March 2, 1999, 119,752,106 shares of Common Stock of the registrant were outstanding, and the aggregate market value of the common shares (based on the closing price of these shares on the New York Stock Exchange) of the registrant held by nonaffiliates was approximately $4.7 billion. In addition, 1,760,119 shares of Series B ESOP Convertible Preferred Stock of the registrant were outstanding and convertible into 2,816,190 shares of Common Stock of the registrant, subject to adjustment. The trustee of the registrant's Employee Stock Ownership Plan is the sole holder of such shares, and no trading market exists for the Series B ESOP Convertible Preferred Stock.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Annual Report to Shareholders for the fiscal year ended January 2, 1999 (Item 1 in Part I and Items 5, 6, 7 and 8 in Part II).

Portions of the Proxy Statement dated March 17, 1999 for the Annual Meeting of Shareholders to be held on April 20, 1999 (Item 4A in Part I and Items 10, 11, 12 and 13 in Part III).

PART I

ITEM 1. BUSINESS

VF Corporation, through its operating subsidiaries, designs, manufactures and markets branded jeanswear, workwear, intimate apparel, knitwear, children's playwear and other apparel. VF Corporation, organized in 1899, oversees the operations of its subsidiaries, providing them with financial and administrative resources. Management of each marketing unit is responsible for the growth and development of its business, within guidelines established by VF Corporation management. Unless the context indicates otherwise, the term "Company" used herein means VF Corporation and its subsidiaries.

BUSINESS ORGANIZATION

Through 1996, VF operated as a group of relatively autonomous businesses, with the management of each business unit responsible for its own manufacturing, marketing and administrative functions, within guidelines established by VF Corporation management. Beginning in late 1996, the Company's organizational structure was changed, resulting in the previously separate operating businesses being consolidated into six consumer-focused marketing coalitions - - Jeanswear, Workwear, Intimate Apparel, Knitwear, Playwear and International. The individual marketing functions have remained as separate business units, allowing marketing specialists to build and develop their brands. However, many of the Company's sourcing, manufacturing and administrative functions, previously performed in separate operating units, are carried out under this new management structure on either a coalition or a Company-wide basis. These changes, plus investments in new business systems and processes, are expected to result in significant annual cost savings.

Information regarding the operations, sales and profitability of the Company, plus information regarding foreign and domestic operations and sales by product categories, is included in Note N of the Company's consolidated financial statements in the Company's Annual Report to Shareholders for the fiscal year ended January 2, 1999 ("1998 Annual Report"), which information is incorporated herein by reference.

JEANSWEAR COALITION

The Jeanswear Coalition includes the Company's jeanswear and related casual apparel products for the North and South American markets.

Jeanswear products are manufactured and marketed under the LEE(R), WRANGLER(R), RUSTLER(R), RIDERS(R) and BRITTANIA(R) brands in the United States and the LEE and WRANGLER brands in Canada and Mexico. The Company also offers cotton casual pants and shirts under the LEE CASUALS(R) and TIMBER CREEK BY WRANGLER(R) brands.

In domestic markets, LEE branded products are sold through department and specialty stores. WRANGLER westernwear is marketed through western specialty stores, and other WRANGLER brand products are sold primarily through the mass merchant and discount store channels. The RUSTLER and

RIDERS brands are marketed to national and regional discount chains. Sales for all brands are generally made directly to retailers through full-time salespersons.

According to industry data, approximately 639 million pairs of jeans made of denim, twill, corduroy and other fabrics were sold in the United States in 1998, representing an increase of 7.9% over 1997. This same data indicates that the Company currently has the largest combined unit market share at approximately 26%, with the WRANGLER, LEE and RUSTLER brands having the second, third and fourth largest unit shares of the jeans market in the United States, respectively.

Also beginning in 1997, the Company began the process of converting certain licensed operations in South America into owned operations. As of early 1999, the Company manufactures and markets the WRANGLER and LEE brands in Brazil and Chili. These products are sold through department and specialty stores. The Company expects to continue its expansion into other countries in South America.

WORKWEAR COALITION

A new Workwear Coalition was created at the beginning of 1999 for the Company's occupational apparel products. These products were previously part of the Jeanswear Coalition.

The Company is a leading producer of occupational and career apparel sold under the RED KAP(R) label. Approximately three-fourths of sales are to industrial laundries that in turn supply work clothes to employers, primarily on a rental basis, for on-the-job wear by production, service and white-collar personnel. Products include work pants, slacks, work and dress shirts, overalls, jackets and smocks. Because industrial laundries maintain minimal inventories of work clothes, a supplier's ability to offer rapid delivery is an important factor in this market. The Company's commitment to customer service, supported by an automated central distribution center with several satellite locations, has enabled customer orders to be filled within 24 hours of receipt and has helped the RED KAP brand obtain a significant share of the industrial laundry rental business.

In addition, the Company markets safety apparel in the United States and Canada under the BULWARK(R) brand. In 1998 the Company expanded into restaurant apparel and linen products with the acquisition of Penn State Textile Mfg., Inc.

INTIMATE APPAREL COALITION

The Intimate Apparel Coalition includes the Company's intimate apparel businesses in the United States, along with the Company's swimwear, casual sportswear and daypack businesses.

In women's intimate apparel, the Company manufactures and markets bras, panties, daywear, shapewear, robes and sleepwear products under the VANITY FAIR(R) label for sales to domestic department and specialty stores. During 1999, the Company will introduce a line of sports bras under the licensed NIKE(R) label. Bras, panties, daywear and shapewear are manufactured under the VASSARETTE(R) brand for sales to the discount store channel. The Company also has a significant private label lingerie business in the United States. Most products are sold through the Company's sales force. In January 1998, the Company expanded its domestic intimate apparel presence with the

acquisition of Bestform Group, Inc., which included the LILY OF FRANCE(R) and licensed OSCAR DE LA RENTA(R) brands sold through department stores and the BESTFORM(R) and EXQUISITE FORM(R) brands sold through the discount store channel of distribution.

The Company designs, manufactures and markets an extensive line of women's swimwear and sportswear, including coordinated tops and bottoms, under the JANTZEN(R) trademark and under the licensed NIKE label. Products are sold primarily to department and specialty stores in the United States and Canada through the Company's sales force. The JANTZEN trademark is licensed to other companies in several foreign countries.

The Company manufactures and markets JANSPORT(R) brand daypacks sold through department and sports specialty stores and college bookstores and WOLF CREEK(R) brand daypacks through discount stores. JANSPORT daypacks and bookbags have the leading brand share in the United States. JANSPORT branded fleece casualwear and T-shirts imprinted with college logos are sold through college bookstores. In addition, JANSPORT backpacking and mountaineering gear is sold through outdoor and sporting goods stores.

KNITWEAR COALITION

The Knitwear Coalition includes the manufacturing and marketing of knitted fleecewear and T-shirts. Blank fleece and T-shirt products are marketed under the LEE brand to wholesalers and garment screen print operators. Approximately 40% of knitwear sales are for private label accounts, including NIKE, Inc. and various national chain, department and discount stores.

The Company also designs, manufactures and markets imprinted sports apparel under licenses granted by the four major American professional sports leagues, NASCAR and other parties. LEE SPORT(R), NUTMEG(R) and CHASE AUTHENTICS(R) branded adult licensed apparel is distributed through department, sporting goods and athletic specialty stores. CSA(R) branded products, primarily in children's sizes, are distributed through mass merchandisers and discount stores.

PLAYWEAR COALITION

The Playwear Coalition consists of infant and children's apparel manufactured and marketed under the HEALTHTEX(R) brand and under the licensed NIKE(R) brand. Products are sold primarily to department and specialty stores. During 1998, the Company discontinued sales of playwear and sleepwear products imprinted with characters and images licensed from The Walt Disney Company and others.

INTERNATIONAL COALITION

The International Coalition consists of the Company's jeanswear, daypack and intimate apparel businesses outside of North and South America. The largest component is the jeanswear operation in Europe, where the Company manufactures and markets LEE, WRANGLER, MAVERICK(R) and OLD AXE(R) jeanswear and related products. Jeanswear in Europe is more of a fashion product and has a higher relative price than similar products in the United States. Sales are primarily in Western Europe, but with increasing sales in Eastern Europe. LEE and WRANGLER jeanswear products are sold through department stores and specialty shops, while the MAVERICK and OLD AXE brands are sold to discount stores. Jeanswear products are sold to retailers through the Company's sales forces and independent

sales agents. LEE and WRANGLER jeanswear and related products are marketed through distributors, agents or licensees in foreign markets where the Company does not have owned operations. During 1998, the Company acquired the formerly licensed WRANGLER business in Japan and the formerly licensed LEE and

WRANGLER business in Turkey. The Company also manufactures and markets LEE products in China and participates in a joint venture in Spain and Portugal. JANSPORT branded daypacks and bookbags are marketed in Europe to department and specialty stores.

The Company manufactures and markets women's intimate apparel and swimwear in Europe. Intimate apparel is marketed in department and specialty stores under the LOU(R) and BOLERO(R) brand names primarily in France and under the GEMMA(R), INTIMA CHERRY(R) and BELCOR(R) brands in Spain. Intimate apparel is marketed in discount stores in France under the VARIANCE(R), CARINA(R) and SILTEX(R) brands.

RAW MATERIALS AND MANUFACTURING

Raw materials include fabrics made from cotton, synthetics and blends of cotton and synthetic yarn. For most domestic operations, the Company purchases fabric, primarily from several domestic suppliers, against scheduled production. The Company also purchases thread and trim (buttons, zippers, snaps and lace) from numerous suppliers.

For domestic operations, purchased fabric is cut and sewn into finished garments in owned domestic and offshore manufacturing facilities. In addition, the Company contracts the sewing of products from independent contractors, primarily in foreign countries. To obtain a more balanced sourcing mix, an increasing percentage of production is in lower cost offshore plants, primarily in Mexico and the Caribbean Basin. By the end of 1998, approximately 57% of domestic sales were derived from products sewn outside the United States.

In the Company's domestic knitwear and a portion of its intimate apparel businesses, operations are vertically integrated and include the entire process of converting yarn into finished garments. The Company knits purchased yarn into fabric in its facilities. The knit fabric is then dyed, finished and cut in domestic facilities before it is sewn into finished garments. Cotton yarn and cotton and synthetic blend yarn are purchased from a major textile company under a long-term supply agreement for the knitwear operations. Yarn is available from numerous other sources.

In the Company's International Coalition, fabric, thread and trim are purchased from several international suppliers. In the European jeanswear operations, fabric is cut and sewn into finished garments in owned plants in the United Kingdom, Malta, Poland and Turkey, with the balance (mostly tops) sourced from independent contractors. In intimate apparel, fabric is sewn into finished garments in owned plants in France, Spain and Tunisia, with the remainder manufactured by independent contractors. To obtain a more balanced sourcing mix, jeanswear and intimate apparel sourcing is being shifted from owned plants in Western Europe to lower cost owned and contracted production outside of Western Europe. At the end of 1998, approximately 50% of international sales were derived from Company-owned plants.

The Company has not experienced difficulty in obtaining fabric and other raw materials to meet production needs during 1998 and does not anticipate difficulties in 1999. The loss of any one supplier would not have a significant adverse effect on the Company's business.

SEASONALITY

The apparel industry in the United States has four primary retail selling seasons -- Spring, Summer, Back-to-School and Holiday, while international markets typically have Spring and Fall selling seasons. Sales to retailers generally precede the retail selling seasons, although demand peaks have been reduced in recent years as more products are being sold on a replenishment basis.

Overall, with its diversified product offerings, the Company's operating results are not highly seasonal. On a quarterly basis, consolidated net sales range from a low of approximately 23% of full year sales in the first quarter or second quarter to a high of 27% in the third quarter. Sales in the Knitwear Coalition, however, are more seasonal in nature, with approximately 60% of its sales of fleece and T-shirt products in the second half of the year.

Working capital requirements vary throughout the year. Working capital increases during the first half of the year as inventory builds to support peak shipping periods, and accordingly decreases during the second half. Cash provided by operations is substantially higher in the second half of the year due to higher net income and reduced working capital requirements during that period.

ADVERTISING

The Company supports its brands through extensive advertising and promotional programs and through sponsorship of special events. The Company advertises on national and local radio and television and in consumer and trade publications. It also participates in cooperative advertising on a shared cost basis with major retailers in radio, television and various print media. In addition, point-of-sale fixtures and signage are used to promote products at the retail level. The level of promotional spending has increased in recent years as the Company has invested a portion of the savings from the coalition consolidations and other cost saving actions in increased advertising and market research to support and build the Company's brands. During 1998, the Company spent $287 million advertising and promoting its products.

OTHER MATTERS

COMPETITIVE FACTORS

The apparel industry is highly competitive and consists of a number of domestic and foreign companies. Management believes that there are only two competitors in the United States that have consolidated assets and sales greater than those of the Company. However, in certain product categories in which the Company operates, there are several competitors that have more assets and sales than the Company in those categories.

TRADEMARKS AND LICENSES

Trademarks are of material importance to all of the Company's marketing efforts. Company-owned brands are protected by registration or otherwise in the United States and most other markets where the Company's brands are sold. These trademark rights are enforced and protected by litigation against infringement as necessary. The Company has granted licenses to other parties to manufacture and sell products under the Company's trademarks in product categories and in geographic areas in which the Company does not operate.

In some instances, the Company pays a royalty to use the trademarks of others. Apparel is manufactured and marketed under licenses granted by Major League Baseball, the National Basketball Association, the National Football League, the National Hockey League, NIKE, Inc. and others. Some of these license arrangements are for a short term and may not contain specific renewal options. Management believes that loss of any license would not have a material adverse effect on the Company.

CUSTOMERS

The Company's customers are primarily department, mass merchant, specialty and discount stores in the United States and in international markets, primarily in Europe. Sales to Wal-Mart Stores, Inc. totaled 12.3% of total sales in 1998 and 11.1% in 1997. Sales to the Company's ten largest customers amounted to 41% of total sales in 1998 and 38% in 1997.

EMPLOYEES

The Company employs approximately 70,000 men and women. Approximately 5,600 employees are covered by various collective bargaining agreements. Employee relations are considered to be good.

BACKLOG

The dollar amount of backlog of orders believed to be firm as of any fiscal year-end is not material for an understanding of the business of the Company taken as a whole.

CAUTIONARY STATEMENT ON FORWARD-LOOKING STATEMENTS

Certain statements included in Item 1 - "Business" and Item 7 - "Management's Discussion and Analysis of Financial Condition and Results of Operations" 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.

ITEM 2. PROPERTIES.

The Company owns most of its facilities used in manufacturing, distribution and administrative activities. Certain other facilities are leased under operating leases that generally contain renewal options. Management believes all facilities and machinery and equipment are in good condition and are suitable for the Company's needs. Manufacturing and distribution facilities being utilized at the end of 1998 are summarized below:

	Square Footage
United States	16,600,000
Mexico and Caribbean Basin	3,100,000
Other international, primarily Europe	2,700,000
	22,400,000

In addition, the Company owns or leases various administrative and office space having 1,400,000 square feet of space and owns or leases facilities having 2,900,000 square feet that are used for factory outlet operations. Approximately 75% of the factory outlet space is used for selling and warehousing the Company's products, with the balance consisting of space leased to tenants and common areas. Finally, the Company owns facilities having 400,000 square feet of space formerly used in its operations but now leased to other parties or held for sale.

ITEM 3. LEGAL PROCEEDINGS.

The Company is a party to litigation arising in the ordinary course of its business. In management's opinion, there are no pending claims or litigation, the outcome of which would have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

Not applicable.

ITEM 4A. EXECUTIVE OFFICERS OF THE COMPANY.

The following are the executive officers of VF Corporation as of March 2, 1999. The term of office of each of the executive officers continues to the next annual meeting of the Board of Directors to be held April 20, 1999. There is no family relationship among any of the VF Corporation executive officers.

Name	Position	Age	Period Served In Such Office(s)
Mackey J. McDonald	Chairman of the Board	52	October 1998 to date
	President		October 1993 to date
	Chief Executive Officer		January 1996 to date
	Director		October 1993 to date
Candace S. Cummings	Vice President - Administration & General Counsel	51	March 1996 to date
	Secretary		October 1997 to date
Timothy A. Lambeth	Vice President - Global Processes	57	February 1999 to date
Terry L. Lay	Vice President and Chairman - International Coalition	51	February 1999 to date
Daniel G. MacFarlan	Vice President	48	April 1995 to date
	Chairman - Knitwear, Playwear & Intimate Apparel Coalitions		July 1996 to date
Frank C. Pickard III	Vice President - Treasurer	54	April 1994 to date
John P. Schamberger	Chairman - North and South	50	February 1995 to date

	America Jeanswear & Workwear Coalitions		
	Vice President		April 1995 to date
Robert K. Shearer	Vice President - Finance and Chief Financial Officer	47	July 1998 to date
Timothy R. Wheeler	Vice President - Controller	44	August 1998 to date

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Mr. McDonald joined the Company's Lee division in 1983, serving in various management positions until his election as Executive Vice President of the Wrangler division in 1986 and President of Wrangler in 1988. He was named Group Vice President of the Company in 1991, President of the Company in October 1993, Chief Executive Officer in January 1996 and Chairman of the Board in October 1998. Additional information is included on page 2 of the 1999 Proxy Statement.

Mrs. Cummings joined the Company as Vice President - General Counsel in January 1995 and became Vice President - Administration & General Counsel in March 1996 and Secretary in October 1997. Previously, she had been a senior business partner at the international law firm of Dechert Price & Rhoads where she had been employed since 1972.

Mr. Lambeth joined the Company in 1968 and has served in various finance, administrative and marketing positions. He served as president of the Company's Healthtex division from 1991 to 1992 and president of Lee Company from 1992 to July 1996. He was elected a Vice President of the Company in July 1996, President - European & Asian Operations in August 1996 and Vice President - Global Processes in February 1999.

Mr. Lay joined the Company's Lee division in March 1971 and held various positions at both the Lee and Jantzen divisions, including Vice President - Product Development at the Lee division from June 1992 to April 1994. In May 1994, he was appointed President - Wrangler Europe and in November 1994 President - VF Europe. He served as President of the Company's Lee division from August 1996 until he was elected Vice President of the Company and Chairman - International Coalition in February 1999.

Mr. MacFarlan joined the Company's Jantzen division in 1978 and served in various marketing and administrative capacities. He served as President of the Company's VF Factory Outlet division from October 1993 to February 1995. He was elected as President of the Company's Nutmeg division in November 1994 and was elected as the Company's Chairman - Decorated Knitwear & Playwear Coalitions in February 1995, which was expanded in July 1996 to Chairman - Knitwear, Playwear & Intimate Apparel Coalitions, and Vice President in April 1995.

Mr. Pickard joined the Company in 1976 and was elected Assistant Controller in 1982, Assistant Treasurer in 1985, Treasurer in 1987 and Vice President - Treasurer in April 1994.

Mr. Schamberger joined the Company's Wrangler division in 1972 and held various positions until his election as President of Wrangler in 1992. He was elected as the Company's Chairman - North and South America Jeanswear & Workwear Coalitions in February 1995 and Vice President in April 1995.

Mr. Shearer joined the Company in 1986 as Assistant Controller and was elected Controller in 1989, Vice President - Controller in April 1994 and Vice President - - Finance and Chief Financial Officer in July 1998.

Mr. Wheeler joined the Company in May 1995 as Vice President - Finance for the Jantzen division. He served as Financial Director - Wrangler Europe from January 1997 until his appointment as Vice President - International Shared Services in January 1998. In August 1998, he was elected Vice President - Controller of the Company. Prior to joining the Company, Mr. Wheeler had been employed by J.E. Morgan Knitting Mills, Inc. as Vice President - Finance and Chief Financial Officer from June 1994 to April 1995 and prior thereto as Vice President - Business Operations.

PART II

ITEM 5. MARKET FOR THE COMPANY'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS.

Information concerning the market and price history of the Company's Common Stock, plus dividend information, as reported under the caption "Quarterly Results of Operations" on page 22 and under the captions "Investor Information - Common Stock, Shareholders of Record, Dividend Policy,

Dividend Reinvestment Plan, Dividend Direct Deposit and Quarterly Common Stock Price Information" on page 37 of the 1998 Annual Report, is incorporated herein by reference.

ITEM 6. SELECTED FINANCIAL DATA.

Selected financial data for the Company for each of its last five fiscal years under the caption "Financial Summary" on pages 34 and 35 of the 1998 Annual Report is incorporated herein by reference.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

A discussion of the Company's financial condition and results of operations is incorporated herein by reference to pages 18 to 21 of the 1998 Annual Report.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

Financial statements of the Company and specific supplementary financial information are incorporated herein by reference to pages 22 through 33 of the 1998 Annual Report.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

Not applicable.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE COMPANY.

Information under the caption "Election of Directors" on pages 2 through 5 of the 1999 Proxy Statement is incorporated herein by reference. See Item 4A with regard to Executive Officers.

Information under the caption "Section 16(a) Beneficial Ownership Reporting Compliance" on page 31 of the 1999 Proxy Statement is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION.

Information on pages 11 through 17 of the 1999 Proxy Statement is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.

Information under the caption "Certain Beneficial Owners" on page 18 and "Common Stock Ownership of Management" on page 19 of the 1999 Proxy Statement is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

Information under the caption "Election of Directors" with respect to Mr. Crutchfield on page 3 and with respect to Messrs. Hurst and Sharp on page 4 of the 1999 Proxy Statement is incorporated herein by reference.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K.

(a) The following documents are filed as a part of this report:

1. Financial statements - Included on pages 23 through 33 of the 1998 Annual Report (Exhibit 13) and incorporated by reference in Item 8:

Consolidated statements of income - - Fiscal years ended January 2, 1999, January 3, 1998 and January 4, 1997

Consolidated statements of comprehensive income - - Fiscal years ended January 2, 1999, January 3, 1998 and January 4, 1997

Consolidated balance sheets - - January 2, 1999 and January 3, 1998

Consolidated statements of cash flows - - Fiscal years ended January 2, 1999, January 3, 1998 and January 4, 1997

Consolidated statements of common shareholders' equity - - Fiscal years ended January 2, 1999, January 3, 1998 and January 4, 1997

Notes to consolidated financial statements

Report of independent accountants

2. Financial statement schedules - The following consolidated financial statement schedule is included herein:

Schedule II - - Valuation and qualifying accounts

All other schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable and therefore have been omitted.

3. Exhibits

Number Description

3 Articles of incorporation and bylaws:

(A) Articles of Incorporation, as amended and restated as of April 18, 1986 (Incorporated by reference to Exhibit 3(A) to Form 10-K for the fiscal year ended January 4, 1992)

(B) Articles of Amendment amending Article Fifth of the Amended and Restated Articles of Incorporation (Incorporated by reference to Exhibit 3(B) to Form 10-Q for the quarter ended March 4, 1998)

(C) Statement with Respect to Shares of Series B ESOP Convertible Preferred Stock (Incorporated by reference to Exhibit 4.2 to Form 8-K dated January 22, 1990)

(D) Articles of Amendment with Respect to Designation of Series A Participating Cumulative Preferred Stock (Incorporated by reference to Exhibit 3(C) to Form 10-K for the fiscal year ended January 3, 1998)

(E) Bylaws, as amended through January 1, 1996 and as presently in effect (Incorporated by reference to Exhibit 3(D) to Form 10-K for the fiscal year ended December 30, 1995)

4 Instruments defining the rights of security holders, including indentures:

(A) A specimen of the Company's Common Stock certificate (Incorporated by reference to Exhibit 3(C) to Form 10-K for the fiscal year ended January 3, 1998)

(B) A specimen of the Company's Series B ESOP Convertible Preferred Stock certificate (Incorporated by reference to Exhibit 4(B) to Form 10-K for the fiscal year ended December 29, 1990)

(C) Indenture between the Company and Morgan Guaranty Trust Company of New York, dated January 1, 1987 (Incorporated by reference to Exhibit 4.1 to Form S-3 Registration No. 33-10939)

(D) First Supplemental Indenture between the Company, Morgan Guaranty Trust Company of New York and United States Trust Company of New York, dated September 1, 1989 (Incorporated by reference to Exhibit 4.3 to Form S-3 Registration No. 33-30889)

(E) Second Supplemental Indenture between the Company and United States Trust Company of New York as Trustee (Incorporated by reference to Exhibit 4.1 to Form 8-K dated April 6, 1994)

(F) Rights Agreement, dated as of October 22, 1997, between the Company and First Chicago Trust Company of New York (Incorporated by reference to Exhibit 1 to Form 8-A dated January 23, 1998)

10 Material contracts:

*(A) 1982 Stock Option Plan (Incorporated by reference to Exhibit

4.1.1 of Post-Effective Amendment No. 1 to Form S-8/S-3 Registration No. 33-26566)

*(B) 1991 Stock Option Plan (Incorporated by reference to Exhibit A to the 1992 Proxy Statement dated March 18, 1992)

*(C) 1995 Key Employee Restricted Stock Plan (Incorporated by reference to Exhibit 10(U) to Form 10-K for the fiscal year ended December 30, 1995)

*(D) 1996 Stock Compensation Plan (Incorporated by reference to Exhibit A to the 1997 Proxy Statement dated March 10, 1997)

*(E) Annual Discretionary Management Incentive Compensation Program (Incorporated by reference to Exhibit 10(C) to Form 10-K for the fiscal year ended January 4, 1992)

*(F) Deferred Compensation Plan (Incorporated by reference to Exhibit 10(B) to Form 10-K for the fiscal year ended December 29, 1990)

*(G) Executive Deferred Savings Plan (Incorporated by reference to Exhibit 10(E) to Form 10-K for the fiscal year ended January 4, 1992)

*(H) Amended and Restated Supplemental Executive Retirement Plan, dated May 16, 1989 (Incorporated by reference to Exhibit 10(F) to Form 10-K for the fiscal year ended December 31, 1994)

*(I) Second Amended Annual Benefit Determination under the Amended and Restated Supplemental Executive Retirement Plan for Mid-Career Senior Management (Incorporated by reference to Exhibit 10(H) to Form 10-K for the fiscal year ended December 31, 1994)

*(J) Third Amended Annual Benefit Determination under the Amended and Restated Supplemental Executive Retirement Plan for Senior Management (Incorporated by reference to Exhibit 10(I) to Form 10-K for the fiscal year ended December 31, 1994)

*(K) Fourth Amended Annual Benefit Determination under the Amended and Restated Supplemental Executive Retirement Plan for Participants in the Company's Deferred Compensation Plan (Incorporated by reference to Exhibit 10(J) to Form 10-K for the fiscal year ended December 31, 1994)

*(L) Fifth Amended Annual Benefit Determination under the Amended and Restated Supplemental Executive Retirement Plan which funds certain benefits upon a Change in Control (Incorporated by reference to Exhibit 10(K) to Form 10-K for the fiscal year ended December 31, 1994)

*(M) Seventh Amended Annual Benefit Determination under the Amended and Restated Supplemental Executive Retirement Plan for Participants in the Company's Executive Deferred Savings Plan (Incorporated by reference to Exhibit 10(L) to Form 10-K for the fiscal year ended December 31, 1994)

*(N) Eighth Amended Annual Benefit Determination under the Amended and Restated Supplemental Executive Retirement Plan for Participants whose Pension Plan Benefits are limited by the Internal Revenue Code (Incorporated by reference to Exhibit 10(M) to Form 10-K for the fiscal year ended December 31, 1994)

*(O) Resolution of the Board of Directors dated December 3, 1996 relating to lump sum payments under the Company's Supplemental Executive Retirement Plan (Incorporated by reference to Exhibit 10(N) to Form 10-K for the fiscal year ended January 4, 1997)

*(P) Form of Change in Control Agreement with senior management of the Company (Incorporated by reference to Exhibit 10(J) to Form 10-K for the fiscal year ended December 29, 1990)

*(Q) Form of Change in Control Agreement with other management of the Company (Incorporated by reference to Exhibit 10(K) to Form 10-K for the fiscal year ended December 29, 1990)

*(R) Form of Change in Control Agreement with management of subsidiaries of the Company (Incorporated by reference to Exhibit 10(L) to Form 10-K for the fiscal year ended December 29, 1990)

(S) Revolving Credit Agreement, dated October 20, 1994 (Incorporated by reference to Exhibit 10(Q) to Form 10-K for the fiscal year ended December 31, 1994)

*(T) Executive Incentive Compensation Plan (Incorporated by reference to Exhibit 10(R) to Form 10-K for the fiscal year ended December 31, 1994)

*(U) Restricted Stock Agreement (Incorporated by reference to Exhibit 10(S) to Form 10-K for the fiscal year ended December 31, 1994)

*(V) Discretionary Supplemental Executive Bonus Plan (Incorporated by reference to Exhibit 10(T) to Form 10-K for the fiscal year ended December 31, 1994)

*(W) VF Corporation Deferred Savings Plan for Non-Employee Directors (Incorporated by reference to Exhibit 10(W) to Form 10-K for the fiscal year ended January 4, 1997)

*(X) Mid-Term Incentive Plan, a subplan under the 1996 Stock Compensation Plan

* Management compensation plans

13 Annual report to security holders

21 Subsidiaries of the Corporation

23.1 Consents of PricewaterhouseCoopers LLP

23.2 Report of PricewaterhouseCoopers LLP

24 Power of attorney

27 Financial data schedule

99 Additional exhibits:

(A) Form 11-K for VF Corporation Tax-Advantaged Savings Plan for Salaried Employees for the year ended December 31, 1998

(B) Form 11-K for VF Corporation Tax-Advantaged Savings Plan for Hourly Employees for the year ended December 31, 1998

(C) Form 11-K for Blue Bell Savings, Profit Sharing and Retirement Plan for the year ended December 31, 1998

All other exhibits for which provision is made in the applicable regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable and therefore have been omitted.

(b) Reports on Form 8-K:

There were no reports on Form 8-K filed during the last quarter of the fiscal year ended January 2, 1999.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

V.F. CORPORATION

By: /s/ Mackey J. McDonald

Mackey J. McDonald
Chairman of the Board
President
(Chief Executive Officer)

By: /s/ Robert K. Shearer

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

By: /s/ Timothy R. Wheeler

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

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated:

Robert D. Buzzell*	Director	
Edward E. Crutchfield*	Director	
Ursula F. Fairbairn*	Director	
Barbara S. Feigin*	Director	
George Fellows*	Director	
Robert J. Hurst*	Director	March 29, 1999
Mackey J. McDonald*	Director	
William E. Pike*	Director	
M. Rust Sharp*	Director	
L. Dudley Walker	Director	

* By: /s/ C. S. Cummings   March 29, 1999

C. S. Cummings, Attorney-in-Fact

VF CORPORATION
SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS

<TABLE>
<CAPTION>

COL. A	COL. B	COL. C		COL. D	COL. E
		ADDITIONS			
		(1)	(2)		
Description	Balance at Beginning of Period	Charged to Costs and Expenses	Charged to Other Accounts Describe	Deductions Describe	Balance at End of Period
		(Dollars in thousands)			
<S>	<C>	<C>	<C>	<C>	<C>
Fiscal year ended January 2, 1999					
Allowance for doubtful accounts	$39,576	$20,802		$ 8,367 (A)	$52,011
	=======	=======		======	=======
Valuation allowance for deferred income tax assets	$32,506	$ 7,984		6,241 (B)	$34,249
	=======	=======		======	=======
Fiscal year ended January 3, 1998					
Allowance for doubtful accounts	$40,253	$16,205		$16,882 (A)	$39,576
	=======	=======		======	=======
Valuation allowance for deferred income tax assets	$29,296	$ 5,337		$ 2,127 (B)	$32,506
	=======	=======		======	=======
Fiscal year ended January 4, 1997					
Allowance for doubtful accounts	$34,621	$18,490		$12,858 (A)	$40,253
	=======	=======		======	=======
Valuation allowance for deferred income tax assets	$22,154	$ 9,874		$2,732 (B)	$29,296
	=======	=======		======	

=======
</TABLE>

(A) Deductions include accounts written off, net of recoveries.

(B) Deduction relates to circumstances where it is more likely than not that deferred tax assets will be realized.

VF CORPORATION
INDEX TO EXHIBITS

Number	Description
10	Material Contracts:
	(X) Mid-Term Incentive Plan, a subplan under the 1996 Stock Compensation Plan
13	Annual report to security holders
21	Subsidiaries of the Corporation
23.1	Consents of PricewaterhouseCoopers LLP
23.2	Report of PricewaterhouseCoopers LLP
24	Power of attorney
27	Financial data schedule
99	Additional exhibits:
	(A) Form 11-K for VF Corporation Tax-Advantaged Savings Plan for Salaried Employees for the year ended December 31, 1998
	(B) Form 11-K for VF Corporation Tax-Advantaged Savings Plan for Hourly Employees for the year ended December 31, 1998
	(C) Form 11-K for Blue Bell Savings, Profit Sharing and Retirement Plan for the year ended December 31, 1998

Exhibit 10(X)

VF CORPORATION

MID-TERM INCENTIVE PLAN

1. Purposes. This Mid-Term Incentive Plan (the "Plan") of VF Corporation (the "Company") is implemented under the Company's 1996 Stock Compensation Plan (the "1996 Plan") in order to provide an additional means to attract and retain talented executives, to link a significant element of executives' compensation opportunity to measures of the Company's performance extending over more than one year, thereby providing an incentive for successful long-term strategic management of the Company, and otherwise to further the purposes of the 1996 Plan.

2. Status as Subplan Under the 1996 Plan; Administration. This Plan constitutes a subplan implemented under the 1996 Plan. This Plan will be administered by the Committee (currently the Organization and Compensation Committee of the Board of Directors) which administers the 1996 Plan in accordance with the terms of the 1996 Plan. All of the terms and conditions of the 1996 Plan are hereby incorporated by reference in this Plan, and if any provision of this Plan or an agreement evidencing an award hereunder conflicts with a provision of the 1996 Plan, the provision of the 1996 Plan shall govern. Capitalized terms used in this Plan but not defined herein shall have the same meanings as defined in the 1996 Plan.

3. Certain Definitions. In addition to terms defined above and in the 1996 Plan, the following are defined terms under this Plan:

(a) "Account" means the account established for a Participant under Section 7(a).

(b) "Alternative Objective" has the meaning set forth in Section 6(a).

(c) "Cause" means (i) if the Participant has an Employment Agreement, "Cause" as defined under such Employment Agreement, or (ii) if the Participant has no Employment Agreement containing such a definition, Participant's gross misconduct, meaning (A) the Participant' willful and continued refusal substantially to perform his or her duties with the Company (other than any such refusal resulting from his or her incapacity due to physical or mental illness), after a demand for substantial performance is delivered to the Participant by the Board of Directors which specifically identifies the manner in which the Board believes that the Participant has refused to perform his or her duties, or (B) the willful engaging by the Participant in gross misconduct materially and demonstrably injurious to the Company. For purposes of this definition, no act or failure to act on the Participant's part shall be considered "willful" unless done, or omitted to be done, by the Participant not in good faith and without reasonable belief that his or her action or omission was in the best interest of the Company.

(d) "Comparison Group" shall mean the peer group of companies designated by the Committee as the Comparison Group in respect of a given Performance Cycle under Section 6(c).

(e) "Disability" means (i) if the Participant has an Employment Agreement, "Disability" as defined under such Employment Agreement, or (ii) if the Participant has no Employment Agreement containing such a definition, the Participant's incapacity due to physical or mental illness resulting in the Participant's absence from his or her duties with the Company on a full-time basis for 26 consecutive weeks, and, within 30 days after written notice of termination has been given by the Company, the Participant has not returned to the full-time performance of his or her duties.

(f) "Dividend Equivalents" means credits in respect of each PeRS or other Stock Unit representing an amount equal to the dividends or distributions declared and paid on a share of Common Stock, subject to Section 7(b).

(g) "Earning Date" has the meaning set forth in Section 6(d).

(h) "Employment Agreement" means a written agreement between the Company and a Participant securing the Participant's services as an employee for a period of time and in effect immediately prior to the Participant's Termination of Employment or, if no such agreement is in effect immediately prior to the Participant's Termination of Employment, an agreement providing severance benefits to the Participant upon termination of employment in effect immediately prior to the Participant's Termination of Employment (including for this purpose an agreement providing such benefits only during a period following a defined change in control, whether or not a change in control in fact has occurred prior to such Termination of Employment).

(i) "Good Reason" means "Good Reason" as defined in the Participant's Employment Agreement; if the Participant has no such Employment Agreement, no circumstance will constitute "Good Reason" for purpose of this Plan.

(j) "Participant" means an Employee participating in this Plan.

(k) "Performance Cycle" means the period over which PeRS designated in respect of the Performance Cycle potentially may be earned. Performance Cycles generally will be three-year periods extending from January 1 of the initial year through December 31 of the third year in the Performance Cycle, except that a one-year and two-year Performance Cycle will begin on January 1, 1999 for purposes of transition under this Plan. Performance Cycles generally will begin each year, and therefore will overlap with one another.

(l) "PeRS" means Stock Units which are potentially earnable by a Participant hereunder upon achievement of specified levels of Total Shareholder Return as
compared to a Comparison Group or other performance goals. The term is an acronym for "performance-based Restricted Stock Units."

(m) "Pro Rata Portion" means a portion of a specified number of PeRS relating to a given Performance Cycle determined by multiplying such number of PeRS by a fraction the numerator of which is the number of calendar days from the beginning of the Performance Cycle to the date of Participant's Termination of Employment and the denominator of which is the number of calendar days in the Performance Cycle (subject to adjustment under Section 6(b).

(n) "Stock Unit" is a bookkeeping unit which represents a right to receive one share of Common Stock upon settlement, together with a right to accrual of additional Stock Units as a result of Dividend Equivalents as specified in Section 7(b), subject to the terms and conditions of this Plan. Stock Units constitute an award under Article IX of the 1996 Plan (including Section 9.6 thereof). Stock Units are arbitrary accounting measures created and used solely for purposes of this Plan, and do not represent ownership rights in the Company, shares of Common Stock, or any asset of the Company.

(o) "Target PeRS" means a number of PeRS designated as a target number that may be earned by a Participant in respect of a given Performance Cycle plus the number of PeRS resulting directly or indirectly from Dividend Equivalents on the originally designated number of Target PeRS.

(p) "Termination of Employment" means the Participant's termination of employment with the Company or any of its subsidiaries or affiliates in circumstances in which, immediately thereafter, the Participant is not employed by any other of the Company or its subsidiaries or affiliates.

(q) "Total Shareholder Return" means the amount, expressed as a percentage, of market price appreciation or depreciation of a share of common stock plus dividends on a share of common stock, assuming dividend reinvestment at the dividend payment date, for a specified year.

4. Shares Available Under the Plan. Shares issuable or deliverable in settlement of Stock Units shall be drawn from the 1996 Plan. The Committee will monitor share usage under this Plan and the 1996 Plan to ensure that shares are available for settlement of PeRS and other Stock Units in compliance with the requirements of the 1996 Plan.

5. Eligibility. Employees who are eligible to participate in the 1996 Plan may be selected by the Committee to participate in this Plan.

6. Designation and Earning of PeRS.

(a) Designation of PeRS and Related Terms. Not later than 90 days after the beginning of a Performance Cycle, the Committee shall select Employees to participate in the Performance Cycle and designate, for each such Participant, the number of PeRS such Participant shall have the opportunity to earn in such Performance Cycle. The number of PeRS earnable by each Participant shall range from 0% to 200% of a specified number of Target PeRS; provided, however, that in no event may the number of PeRS that may be potentially earnable by any one Participant in all Performance Cycles that begin in any one calendar year exceed the applicable annual per-person limitation set forth in Section 5.3 of the 1996 Plan. The Committee shall also specify a table, grid, or formula that sets forth the amount of PeRS that will be earned corresponding to the percentile rank of the Company's average Total Shareholder Return for the three years ending on the last day of the Performance Cycle as compared to the average Total Shareholder Return of the Comparison Group for the three years ending on the last day of the Performance Cycle, and any other performance goal (an "Alternative Objective") permitted under Section 9.3 of the 1996 Plan upon which the earnings of PeRS may be conditioned. In furtherance of the foregoing, the performance goals and earning of PeRS for the three Performance Cycles beginning in 1999 shall be as set forth in Section 6(a)(i) through (iii) below:

(i) Total Shareholder Return Goal. The "PeRS Earned for Total Shareholder Return Performance" table for the three Performance Cycles beginning in 1999 shall be as follows:

PeRS EARNED FOR TOTAL SHAREHOLDER RETURN PERFORMANCE

Three-Year Average Total Shareholder Return Company Percentile Rank vs. Comparison Group	Percentage of Target PeRS Earned
90th percentile or higher	200%
80th percentile	175%
75th percentile	150%
60th percentile	120%
50th percentile	100%
45th percentile	75%
40th percentile	50%
Below 40th percentile	0%*
	* 50% earnable upon achievement of Alternative Objective

(ii) Alternative Objective Based on Earnings Per Share. If the three-year average Total Shareholder Return of the Company places it below the 40th percentile of the three-year average Total Shareholder Return of the Comparison Group, 50% of the Target PeRS shall nevertheless be earned if the Company's earnings per share of Common Stock (basic) in the final year of the Performance Cycle exceeds the amount of earnings per share (basic) achieved in the year prior to the final year of the Performance Cycle by a percentage specified by the Committee during the first 90 days of the Performance Cycle.

(iii) Determining Percentage of PeRS Earned. In the event the Company's three-year average Total Shareholder Return falls between two of the percentiles listed in the left hand column of the table in (i) above, the percentage of PeRS earned in accordance with the table shall be interpolated (e.g., if the Company's three-year average Total Shareholder Return placed in the 55th percentile in the left column in the table, the percentage of Target PeRS earned in the right column of the table would be 110%). PeRS that are not earned, including PeRS resulting directly or indirectly from Dividend Equivalents thereon, will be cancelled.

(b) Additional Participants and PeRS Designations During a Performance Cycle. The provisions of Section 6(a) notwithstanding, at any time during a Performance Cycle, the Committee may select a new Employee or a newly promoted Employee to participate in the Performance Cycle and/or designate, for any such Participant, the number of PeRS or additional PeRS such Participant shall have the opportunity to earn in such Performance Cycle; provided, however, that such designation must be effective at least six months before the stated end date of the Performance Cycle. In determining the number of Target PeRS to be designated under this Section 6(b), the Committee may take into account the portion of the Performance Cycle already elapsed, the performance achieved during such elapsed portion of the Performance Cycle, and such other considerations as the Committee may deem relevant. The Committee shall also determine whether any calculation of the Pro Rata Portion for such Participant shall be adjusted to include or exclude periods prior to the Participant's employment in the numerator or denominator used in calculating such amount.

(c) Comparison Group. The Comparison Group for each Performance Cycle shall be designated by the Committee, provided that, if the Committee does not designate a new Comparison Group for any Performance Cycle, the Comparison Group shall be that most recently designated by the Committee. The Comparison Group for the three Performance Cycles beginning in 1999 shall be as set forth in Exhibit A to this Plan. In the event a merger, acquisition, or other extraordinary corporate event affects a company included in the Comparison Group, if in the Committee's judgment such event causes Total Shareholder Return for such company not to be comparable with periods prior to the event or otherwise necessitates a change or adjustment to ensure continued comparability, the Committee shall make such adjustments, including substituting another company in place of the affected company, in order to maintain the comparability of results of the Comparison Group and, to the extent practicable, to remain consistent with substitutions in the Standard & Poor's Textile Apparel Super Index; provided, however, that no adjustment shall be authorized hereunder if and to the extent that such authorization or adjustment would cause the performance goals for the PeRS not to meet the "performance goal requirement" set forth in Treasury Regulation 1.162-27(e)(2) under the Internal Revenue Code.

(d) Determination of Number of Earned PeRS. Not later than 75 days after the end of each Performance Cycle, the Committee shall determine the extent to which the performance goals for the earning of PeRS were achieved during such Performance Cycle and the number of PeRS earned by each Participant with respect to such Performance Cycle. The Committee shall make written determinations that the performance goals and any other material terms relating to the earning of PeRS were in fact satisfied. The date at which the Committee makes a final determination of PeRS earned with respect to a given Performance Cycle will be the "Earning Date" for such Performance Cycle.

7. Certain Terms of PeRS and Other Stock Units.

(a) Account. The Company shall maintain a bookkeeping account for each Participant reflecting the number of PeRS and other Stock Units then credited to the Participant hereunder. The Account may include subaccounts or other designations showing, with respect to separate Performance Cycles, Stock Units that are PeRS, Stock Units that have been earned but deferred, and other relevant information. Fractional Stock Units shall be credited to at least three decimal places for purposes of this Plan.

(b) Dividend Equivalents. Dividend Equivalents shall be paid or credited on Stock Units, including PeRS that have not yet been earned, but excluding PeRS or other Stock Units that, at the relevant record date, cannot thereafter be earned or previously have been settled or, at the relevant payment date, previously have been cancelled, as follows:

(i) Cash Dividends. If the Company declares and pays a dividend or distribution on Common Stock in the form of cash, then a number of additional Stock Units shall be credited to each Participant's Account as of the payment date for such dividend or distribution equal to the number of Stock Units credited to the Account as of the record date for such dividend or distribution multiplied by the amount of cash actually paid as a dividend or distribution on each outstanding share of Common Stock at such payment date, divided by the Fair Market Value of a share of Common Stock at such payment date.

(ii) NonCommon Stock Dividends. If the Company declares and pays a dividend or distribution on Common Stock in the form of property other than shares of Common Stock, then a number of additional Stock Units shall be credited to each Participant's Account as of the payment date for such dividend or distribution equal to the number of Stock Units credited to the Account as of the record date for such dividend or distribution multiplied by the Fair Market Value of such property actually paid as a dividend or distribution on each outstanding share of Common Stock at such payment date, divided by the Fair Market Value of a share of Common Stock at such payment date; provided, however, that, in lieu of crediting of additional Stock Units, the Committee may determine to set aside the same amount and type of property distributed to a holder of a share of Common Stock for delivery to the Participant at the time of settlement of each Stock Unit, in such manner and on such terms as the Committee may specify.

(iii) Common Stock Dividends and Splits. If the Company declares and pays a dividend or distribution on Common Stock in the form of additional shares of Common Stock, or there occurs a forward split of Common Stock, then a number of additional Stock Units shall be credited to each Participant's Account as of the payment date for such dividend or distribution or forward split equal to the number of Stock Units credited to the Account as of the record date for such dividend or distribution or split multiplied by the number of additional shares of Common Stock actually paid as a dividend or distribution or issued in such split in respect of each outstanding share of Common Stock.

PeRS or other Stock Units that result directly or indirectly from Dividend Equivalents on PeRS or other Stock Units (the "underlying PeRS or other Stock Units") previously credited with respect to a Performance Cycle shall be deemed to relate to that same Performance Cycle, and shall be subject to the same performance conditions to settlement and other terms and conditions as apply to the underlying PeRS and other Stock Units. For purposes of this Plan, a PeRS or other Stock Unit resulting from Dividend Equivalents on PeRS or other Stock Units previously resulting from Dividend Equivalents is said to result "indirectly" from the original underlying PeRS or other Stock Unit (that is, the PeRS or other Stock Unit not originally acquired as a result of Dividend Equivalents).

(c) Adjustments. The number of Stock Units credited to Participant's Account shall be appropriately adjusted, in order to prevent dilution or enlargement of Participants' rights with respect to Stock Units, to reflect any changes in the number of outstanding shares of Common Stock resulting from any event referred to in Article XI of the 1996 Plan, taking into account any Stock Units credited to Participant in connection with such event under Section 7(b) hereof.

(d) Statements. An individual statement relating to a Participant's Account will be issued to the Participant not less frequently than annually. Such statement shall

reflect the amount of Stock Units credited to Participant's Account, transactions therein during the period covered by the statement, and other information deemed relevant by the Administrator. Such statement may be combined with or include information regarding other plans and compensatory arrangements affecting the Participant. A Participant's statements shall evidence the Company's obligations in respect of Stock Units, including the number of Stock Units credited as a result of Dividend Equivalents, without the need for the Company to enter into a separate agreement relating to such obligations; provided, however, that any statement containing an error shall not represent a binding obligation to the extent of such error.

8. Effect of Termination of Employment.

(a) Termination Prior to Performance Cycle Earning Date. Except to the extent set forth in subsections (i) through (iv) of this Section 8(a), upon a Participant's Termination of Employment prior to the Earning Date with respect to a given Performance Cycle all unearned PeRS relating to such Performance Cycle shall cease to be earnable and shall be cancelled, and Participant shall have no further rights or opportunities hereunder:

(i) Disability, death, or Retirement. If Termination of Employment is due to the Disability, death or Retirement (as defined in the 1996 Plan) of the Participant, the Participant or his or her Beneficiary shall be deemed to have earned and shall be entitled to receive settlement of the Pro Rata Portion of the PeRS relating to the Performance Cycle which, at the date of Termination, had commenced its final year but not yet reached its Earning Date, at the time and to the extent such PeRS would otherwise be earned and settled, in accordance with Section 9(a), except that, if the Participant has timely filed an irrevocable election to defer settlement of PeRS following a Termination of Employment due to Retirement, such earned PeRS shall be settled in accordance with such deferral election. Other PeRS relating to that Performance Cycle, and PeRS relating to any Performance Cycle which, at the date of such Termination, had not commenced its final year, will cease to be earnable and will be cancelled.

(ii) Termination Not Within 36 Months After a Change in Control by the Company and Other Than for Cause. If Termination of Employment occurs not within 36 months following a Change in Control (as defined in the 1996 Plan) and is by the Company other than for Cause, the Participant shall be deemed to have earned and shall be entitled to receive settlement of the Pro Rata Portion of the PeRS relating to the Performance Cycle which, at the date of Termination, had commenced its final year but not yet reached its Earning Date, at the time and to the extent such PeRS would otherwise be earned and settled, in accordance with Section 9(a). Other PeRS relating to that Performance Cycle, and PeRS relating to any Performance Cycle

which, at the date of such Termination, had not commenced its final year, will cease to be earnable and will be cancelled.

(iii) Termination Within 36 Months After a Change in Control by the Company Other than for Cause or by the Participant for Good Reason. If Termination of Employment occurs within 36 months following a Change in Control and is either by the Company other than for Cause or by the Participant for Good Reason, the Participant shall be deemed to have earned and shall be entitled to settlement of PeRS relating to each Performance Cycle which has not yet ended or reached its Earning Date at the date of Termination at the greater of the number of Target PeRS for such Performance Cycle or the number of PeRS that would have been earned had such Performance Cycle ended at the close of business on the day preceding the date of Termination. Other PeRS relating to those Performance Cycles will cease to be earnable and will be cancelled. Settlement of PeRS under this Section 8(a)(iii) shall occur in accordance with Section 9(a) within five days after such Termination.

(iv) Termination by the Company for Cause and Certain Voluntary Terminations by the Participant. If Termination of Employment is either by the Company for Cause or voluntary by the Participant, other than a Termination within 36 months following a Change in Control by the Participant for Good Reason, PeRS relating to each Performance Cycle which has not yet ended or reached its Earning Date will cease to be earnable and will be cancelled.

(b) Termination After Performance Cycle Earning Date. Upon a Participant's Termination of Employment at or after the Earning Date with respect to a given Performance Cycle, all Stock Units resulting directly or indirectly from such Performance Cycle shall be settled in accordance with Section 9(a) as promptly as practicable after such Termination, except that, if the Participant has timely filed an irrevocable election to defer settlement of Stock Units following a Termination of Employment due to Retirement, such Stock Units shall be settled in accordance with such deferral election.

(c) Release. Any settlement of PeRS or other Stock Units following Termination of Employment, except for a settlement under Section 8(a)(iii), may be delayed by the Committee if the Participant's Employment Agreement or any policy of the Committee then in effect conditions such settlement upon the Company receiving a full and valid release of claims against the Company.

9. Settlement of PeRS and Other Stock Units.

(a) Settlement If PeRS Not Deferred. Not later than the Earning Date in respect of each Performance Cycle, the Committee shall settle all PeRS earned in respect of such Performance Cycle (including PeRS resulting directly or indirectly from Dividend

Equivalents), other than PeRS deferred as Stock Units under Section 9(b), by issuing and/or delivering to the Participant one share of Common Stock for each PeRS being settled. Such issuance or delivery shall occur as promptly as practicable after the Earning Date for the Performance Cycle.

(b) Deferral of PeRS as Stock Units. At any time on or before such date as may be specified by the Committee, the Participant may elect to defer settlement of PeRS or other Stock Units to a date (i) later than the Earning Date for the Performance Cycle to which the PeRS relate or (ii) later than Termination of Employment due to Retirement, as specified by the Participant; provided, however, that an optional deferral shall be subject to such additional restrictions and limitations as the Committee may from time to time specify, including for purposes of ensuring that the Participant will not be deemed to have constructively received compensation in connection with such deferral.

(c) Creation of Rabbi Trust. If and to the extent authorized by the Committee, the Company may create one or more trusts and deposit therein Common Stock or other property for delivery to the Participant in satisfaction of the Company's obligations hereunder. Any such trust shall be a "rabbi" trust that shall not jeopardize the status of the Participant's rights hereunder as "unfunded" deferred compensation for federal income tax purposes. If so provided by the Committee, upon the deposit by the Committee of Common Stock in such a trust, there shall be substituted for the rights of the Participant to receive settlement by issuance and/or delivery of Common Stock under this Agreement a right to receive property of the same type as and equal in value to the assets of the trust (to the extent that such assets represent the full amount of the Company's obligation at the date of deposit). The trustee of the trust shall not be permitted to diversify trust assets by voluntarily disposing of shares of Common Stock in the trust and reinvesting proceeds, but such trustee may be authorized to dispose of other trust assets and reinvest the proceeds in alternative investments, subject to such terms, conditions, and limitations as the Committee may specify, including for the purpose of avoiding adverse accounting consequences to the Company, and in accordance with applicable law.

(d) Settlement of Stock Units at the End of the Deferral Period. Not later than 15 days after the end of any elective period of deferral or immediately in the case of a deferral period ending upon a Change in Control, the Company will settle all Stock Units then credited to a Participant's Account (including Stock Units resulting directly or indirectly from Dividend Equivalents) by issuing and/or delivering to the Participant one share of Common Stock for each PeRS being settled. Any deferral period will end on an accelerated basis immediately prior to a Change in Control.

(e) Manner of Settlement. The Committee or an administrator to whom the Committee has delegated authority may, in its or his or her sole discretion, determine the manner in which shares of Common Stock shall be delivered by the Company, including the manner in which fractional shares shall be dealt with; provided, however, that no certificate shall be issued representing a fractional share. In furtherance of this

authority, PeRS and other Stock Units may be settled by the Company issuing and delivering the requisite number of shares of Common Stock to a member firm of the New York Stock Exchange which is also a member of the National Association of Securities Dealers, as selected by the Company from time to time, which shares shall be deposited by such member firm in separate brokerage accounts for each Participant. If there occurs any delay between the settlement date and the date shares are issued or delivered to the Participant, a cash amount equal to any dividends or distributions the record date for which fell between the settlement date and the date of issuance or delivery of the shares shall be paid to the Participant together with the delivery of the shares.

(f) Tax Withholding. The Company shall deduct from any settlement of a Participant's PeRS or other Stock Units any Federal, state, or local withholding or other tax or charge which the Company is then required to deduct under applicable law. In furtherance of this requirement, the Company shall withhold from the shares of Common Stock issuable or deliverable in settlement of a Participant's PeRS or other Stock Units the number of shares having an aggregate Fair Market Value equal to any Federal, state, and local withholding or other tax or charge which the Company is required to withhold under applicable law, unless the Participant has otherwise elected and has made other arrangements satisfactory to the Company to pay such withholding amounts.

(g) Non-Transferability. Neither a Participant nor any beneficiary shall have the right to, directly or indirectly, alienate, assign, transfer, pledge, anticipate, or encumber (except by reason of death) any PeRS or other Stock Unit, Account or Account balance, or other right hereunder, nor shall any such PeRS, Stock Unit, Account or Account balance, or other right be subject to anticipation, alienation, sale, transfer, assignment, pledge, encumbrance, attachment, or garnishment by creditors of the Participant or any beneficiary, or to the debts, contracts, liabilities, engagements, or torts of the Participant or any Beneficiary or transfer by operation of law in the event of bankruptcy or insolvency of the Participant or any beneficiary, or any legal process.

10. General Provisions.

(a) Changes to this Plan. The Committee may at any time amend, alter, suspend, discontinue, or terminate this Plan, and such action shall not be subject to the approval of the Company's shareholders; provided, however, that, without the consent of an affected Participant, no such action may materially impair the rights of such Participant under this Plan. The foregoing notwithstanding, the Committee may, in its discretion, accelerate the termination of any Performance Cycle or any deferral period and the resulting settlement of PeRS or Stock Units, with respect to an individual Participant or all Participants.

(b) Nonexclusivity of the Plan. The adoption of this Plan shall not be construed as creating any limitations on the power of the Board or Committee to adopt such other compensation arrangements as it may deem desirable for any Participant.

(c) Effective Date and Plan Termination. This Plan became effective on January 1, 1999, following its approval by the Committee. This Plan will remain in effect until such time as the Company and Participants have no further rights or obligations under this Plan in respect of PeRS or other Stock Units not yet settled or the Committee otherwise terminates this Plan.

Exhibit A

COMPARISON GROUP FOR PERFORMANCE CYCLES
ENDING IN 1999, 2000, AND 2001

The following 22 companies comprise the Comparison Group for purposes of the Performance Cycles ending in 1999, 2000, and 2001, under the VF Corporation Mid-Term Incentive Plan:

1. Ashworth

2. Authentic Fitness

3. Donna Karan

4. Fruit of the Loom, Inc.

5. Haggar

6. Hartmarx

7. Jones Apparel Group

8. Kellwood

9. Liz Claiborne

10. Nautica Enterprises

11. Nike

12. Oshkosh B'Gosh

13. Oxford industries

14. Philips Van Heusen

15. Polo Ralph Lauren

16. Reebok International

17. Russell

18. Sara Lee
19. St. John Knits

20. Tommy Hilfiger

21. Tultex

22. Warnaco

VF Corporation Management's Discussion and Analysis of
Operations and Financial Condition

Analysis of Operations

The Company's record sales and earnings over the last three years reflect the successful results from investments in our product categories targeted for growth and improvement in our businesses focused on enhancing profitability. The decisions to balance our manufacturing base with lower cost offshore locations and to reorganize the Company into six product-based coalitions have resulted in cost reductions and increased efficiency in both domestic and international businesses. We have reinvested a significant portion of the savings from these actions in (1) promotional spending to support and build our brands, (2) investments in technology and (3) expansion of our offshore manufacturing base. Finally, the acquisition of Bestform Group, Inc. in 1998, the conversion of licensed international businesses into owned businesses, and other domestic and international business acquisitions have also contributed to the improved operating results.

The Company classifies all of its businesses into two categories: a "growth" category where investments are made to support top line growth and a "maintenance" category where efforts are focused on increased profitability. In the growth category businesses, which include jeanswear, domestic intimate apparel, workwear and daypacks, sales advanced by $456 million in 1998, including acquisitions. The rate of sales increase in this category was 12% over 1997. Sales in the Company's maintenance category, which includes our knitwear, international intimates, playwear and swimwear businesses, declined by $199 million in 1998 due to lower sales of knitwear products and the elimination of unprofitable product lines.

Net sales in 1997 increased by 2% over 1996. Unit sales in 1997 increased by 1% over 1996, and the impact of changes in product mix and pricing increased sales by 2%. Offsetting these increases was the impact of a stronger U.S. dollar in 1997, which in translating foreign currencies into U.S. dollars had the effect of reducing total sales by 1% (and earnings by $.07 per share).

Gross margins were 34.5% of sales in 1998, compared with 34.1% in 1997 and 32.7% in 1996. The margin improvement over the last two years resulted from the continuing shift to lower cost sourcing, lower raw material costs and increased operating efficiencies.

For the United States market, VF manufactures its products in owned domestic plants and offshore plants, primarily in Mexico. In addition, VF contracts the sewing of products from independent contractors mostly located outside of the U.S. There has been a shift over the last three years toward a more balanced sourcing mix, with more products being manufactured in and contracted from lower cost facilities in Mexico and the Caribbean Basin. The amount of domestic sales derived from products sewn outside the United States has increased to 57% by the end of 1998 from approximately 30% during 1995. Similarly, in foreign markets, sourcing is being shifted from higher cost owned plants located primarily in Western Europe to lower cost owned and contracted production in locations outside of Western Europe.

Marketing, administrative and general expenses were 21.9% of sales in 1998, compared with 22.5% and 21.8% in 1997 and 1996, respectively. Expenses declined as a percent of sales in 1998 due to the benefits of the coalition consolidations and other cost reduction initiatives, partially offset by higher spending on information systems. The increase in 1997 resulted from higher marketing spending, primarily advertising, compared with 1996.

Other operating income and expense includes goodwill amortization expense, offset by net royalty income. Amortization of goodwill increased in 1998 primarily from acquisitions completed during the year, and net royalty income declined in 1998 from the conversion of certain formerly licensed businesses to owned operations.

Net interest expense increased in 1998 due to higher short-term borrowings related to the 1998 business acquisitions. In addition, interest income includes $10.5 million in 1997 and $2.6 million in 1996 relating to settlements of prior years' tax examinations.

The effective income tax rate was 38.5% in 1998, 40.1% in 1997 and 41.1% in 1996. The effective rate declined in 1998 and 1997 due to a reduction in foreign operating losses with no current tax benefit. Also in 1998, the effective rate was reduced by lower state income taxes and higher tax-free income from investments funding compensation plans.

Analysis of Financial Condition

In managing its capital structure, VF balances financial leverage with equity to reduce its overall cost of capital, while providing the flexibility to pursue investment opportunities that may become available. It is management's goal to maintain a debt to capital ratio of less than 40%. Our debt to capital ratio remains within these guidelines: 27.1% at the end of 1998 and 22.5% at the end of 1997.

Balance Sheets

Increases in accounts receivable and inventories at the end of 1998 result primarily from the 1998 acquisitions. In addition, the increase in inventories reflects a higher average cost per unit due to a higher fashion content. Intangible assets and short-term borrowings increased during 1998 due to the acquisitions completed during the year.

Liquidity and Cash Flow

Working capital was $815.1 million and the current ratio was 1.8 to 1 at the end of 1998, compared with $835.6 million and 2.1 to 1 at the end of 1997.

Cash provided by operations was $432.7 million in 1998, $454.7 million in 1997 and $711.5 million in 1996. The record level in 1996 resulted from reductions in accounts receivable due to the timing of the year-end, historically low inventory levels and an increase in current liabilities during 1996.

Capital expenditures were $189.1 million in 1998, compared with $154.3 million and $138.7 million in 1997 and 1996, respectively. Capital expenditures relate to expansion of offshore manufacturing capacity and investments in information systems. Capital expenditures in 1999 are expected to remain at the 1998 level and are expected to be funded by cash flows from operations.

Beginning in late 1994 and continuing through 1998, the Company purchased 19.0 million shares of its Common Stock in open market transactions. During 1998, 3.2 million shares were purchased at a cost of $147.4 million, and 9.1 million shares were purchased during 1997 for $391.7 million. Under its current authorization from the Board of Directors, the Company may purchase up to an additional 2.0 million shares.

Cash dividends totaled $.81 per common share in 1998, compared with $.77 in 1997 and $.73 in 1996. The dividend payout rate was 26% in 1998, compared with 28% in 1997 and 31% in 1996. The indicated annual dividend rate for 1999 is $.84 per share. VF has paid dividends on its Common Stock annually since 1941 and intends to maintain a long-term payout rate of 30%.

The Company's strong financial position, including existing cash balances, unused credit lines and a low debt ratio, provides substantial capacity to meet investment opportunities that may arise.

Foreign Currency Exposures

Over 16% of our 1998 sales and operating income were derived from foreign operations. In addition, a growing percentage of the total product needs to support our domestic businesses are manufactured in foreign countries. VF's financial position and operating results can be influenced by economic conditions in countries where VF conducts business and by changing foreign currency exchange rates. Management monitors foreign currency exposures and may in the ordinary course of business enter into foreign currency forward exchange contracts related to specific foreign currency transactions or anticipated cash flows. These contracts are generally for periods of less than six months and are not material. VF does not hedge the translation of foreign currencies into the U.S. dollar.

A new common currency, the Euro, was created effective January 1, 1999 to eventually replace eleven separate currencies of countries within the European Union. The introduction of the Euro is not expected to have a significant impact on the Company's operating results.

Year 2000 Update

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 all mainframe, personal computer and network hardware, as well as operating system software. Approximately 75% of the actions required for this category have been completed at January 2, 1999. All such components are expected to be fully compliant during 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 completed during the second quarter of 1999.

Applications software: This refers to all computer software programs, whether internally developed or purchased from outside parties. Approximately 90% of such software systems are compliant at January 2, 1999, and all software is expected to be fully compliant during the second quarter of 1999. The testing phase has begun and is scheduled to be completed for all critical applications during the second quarter of 1999.

Processors: The Company is currently taking an inventory of all processors embedded in the Company's manufacturing, distribution and administrative equipment. This assessment is expected to be completed during the first quarter of 1999. As Year 2000 issues are noted, the hardware or software is remediated, upgraded or replaced. The testing phase is ongoing and is scheduled to be 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 will include visits to certain critical third parties through the second quarter of 1999.

In addition, contingency plans are being developed and will evolve as the testing phase and third party assessments are completed.

Although the Company expects its critical systems to be compliant by the middle of 1999, 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. However, 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 $25 million over the period 1997 through 1999, of which $22 million has been spent through January 2, 1999. These costs are being expensed as incurred.

Cautionary Statement on Forward-Looking Statements
From time to time, the Company may make oral or written statements, including statements in this Annual Report, that constitute "forward-looking statements" within the meaning of the federal securities laws. This includes statements concerning plans and objectives of management relating to the Company's operations or economic performance, and assumptions related thereto.

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 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.

VF CORPORATION
CONSOLIDATED BALANCE SHEETS

<TABLE>
<CAPTION>

In thousands	JANUARY 2 1999	JANUARY 3 1998
<S>	<C>	<C>
ASSETS		
CURRENT ASSETS		

Cash and equivalents	$ 63,208	$ 124,094
Accounts receivable, less allowances of $52,011 in 1998 and $39,576 in 1997	705,734	587,934
Inventories	954,007	774,755
Deferred income taxes	99,608	94,750
Other current assets	25,595	19,933
Total current assets	1,848,152	1,601,466
PROPERTY, PLANT AND EQUIPMENT	776,091	705,990
INTANGIBLE ASSETS	951,562	814,332
OTHER ASSETS	260,861	200,994
	$ 3,836,666	$ 3,322,782
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES		
Short-term borrowings	$ 244,910	$ 24,191
Current portion of long-term debt	969	450
Accounts payable	341,126	301,103
Accrued liabilities	446,001	440,164
Total current liabilities	1,033,006	765,908
LONG-TERM DEBT	521,657	516,226
OTHER LIABILITIES	181,750	143,813
REDEEMABLE PREFERRED STOCK	54,344	56,341
DEFERRED CONTRIBUTIONS TO EMPLOYEE STOCK OWNERSHIP PLAN	(20,399)	(26,275)
	33,945	30,066
COMMON SHAREHOLDERS' EQUITY		
Common Stock, stated value $1; shares authorized 300,000,000; shares outstanding, 119,466,101 in 1998 and 121,225,298 in 1997	119,466	121,225
Additional paid-in capital	801,511	744,108
Accumulated other comprehensive income	(25,639)	(36,110)
Retained earnings	1,170,970	1,037,546
Total common shareholders' equity	2,066,308	1,866,769
	$ 3,836,666	$ 3,322,782

</TABLE>

See notes to consolidated financial statements.

VF CORPORATION
CONSOLIDATED STATEMENTS OF INCOME

<TABLE>
<CAPTION>

	FISCAL YEAR ENDED		
In thousands, except per share amounts	JANUARY 2 1999	JANUARY 3 1998	JANUARY 4 1997
<S>	<C>	<C>	<C>
NET SALES	$ 5,478,807	$ 5,222,246	$ 5,137,178
COSTS AND OPERATING EXPENSES			
Cost of products sold	3,586,686	3,440,611	3,458,166
Marketing, administrative and general expenses	1,198,854	1,175,598	1,122,076
Other operating expense (income)	9,098	964	(347)
	4,794,638	4,617,173	4,579,895
OPERATING INCOME	684,169	605,073	557,283
OTHER INCOME (EXPENSE)			
Interest income	6,411	23,818	13,406
Interest expense	(62,282)	(49,695)	(62,793)
Miscellaneous, net	3,300	6,684	512
	(52,571)	(19,193)	(48,875)
INCOME BEFORE INCOME TAXES	631,598	585,880	508,408
INCOME TAXES	243,292	234,938	208,884
NET INCOME	$ 388,306	$ 350,942	$ 299,524

EARNINGS PER COMMON SHARE			
Basic	$ 3.17	$ 2.76	$ 2.32
Diluted	3.10	2.70	2.28
CASH DIVIDENDS PER COMMON SHARE	$ .81	$ .77	$ .73

</TABLE>

See notes to consolidated financial statements.

VF CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

<TABLE>
<CAPTION>

	FISCAL YEAR ENDED		
	JANUARY 2 1999	JANUARY 3 1998	JANUARY 4 1997
<S>	<C>	<C>	<C>
In thousands			
NET INCOME	$ 388,306	$ 350,942	$ 299,524
OTHER COMPREHENSIVE INCOME			
Foreign currency translation, net of income taxes	10,471	(42,538)	(14,055)
COMPREHENSIVE INCOME	$ 398,777	$ 308,404	$ 285,469

</TABLE>

See notes to consolidated financial statements.

VF CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

<TABLE>
<CAPTION>

	FISCAL YEAR ENDED		
In thousands	JANUARY 2 1999	JANUARY 3 1998	JANUARY 4 1997
<S>	<C>	<C>	<C>
OPERATIONS			
Net income	$ 388,306	$ 350,942	$ 299,524
Adjustments to reconcile net income to cash provided by operations:			
Depreciation	128,495	128,734	132,440
Amortization of intangible assets	32,890	27,518	28,138
Other, net	31,161	(9,396)	(18,239)
Changes in current assets and liabilities:			
Accounts receivable	(48,771)	(9,972)	25,270
Inventories	(52,406)	(55,677)	110,807
Accounts payable	(17,013)	(12,587)	43,196
Other, net	(29,983)	35,099	90,318
Cash provided by operations	432,679	454,661	711,454
INVESTMENTS			
Capital expenditures	(189,059)	(154,262)	(138,747)
Business acquisitions	(299,900)	(16,003)	(24,284)
Other, net	(16,943)	(13,578)	36,887
Cash invested	(505,902)	(183,843)	(126,144)
FINANCING			
Increase (decrease) in short-term borrowings	212,457	8,745	(213,746)
Proceeds from long-term debt	4,132	--	15,556
Payment of long-term debt	(2,998)	(1,253)	(111,522)
Purchase of Common Stock	(147,398)	(391,651)	(61,483)
Cash dividends paid	(101,660)	(100,141)	(97,036)
Proceeds from issuance of Common Stock	45,689	64,964	67,819
Other, net	2,115	1,983	1,656
Cash provided (used) by financing	12,337	(417,353)	(398,756)

NET CHANGE IN CASH AND EQUIVALENTS	(60,886)	(146,535)	186,554
CASH AND EQUIVALENTS - BEGINNING OF YEAR	124,094	270,629	84,075
CASH AND EQUIVALENTS - END OF YEAR	$ 63,208	$ 124,094	$ 270,629

</TABLE>

See notes to consolidated financial statements.

VF CORPORATION
CONSOLIDATED STATEMENTS OF COMMON SHAREHOLDERS' EQUITY

<TABLE>
<CAPTION>

In thousands	COMMON STOCK	ADDITIONAL PAID-IN CAPITAL	ACCUMULATED OTHER COMPREHENSIVE INCOME	RETAINED EARNINGS
<S>	<C>	<C>	<C>	<C>
BALANCE DECEMBER 30, 1995	$ 63,439	$ 593,976	$ 20,483	$ 1,093,608
Net income	--	--	--	299,524
Cash dividends:				
Common Stock	--	--	--	(93,020)
Series B Preferred Stock	--	--	--	(4,016)
Tax benefit from Preferred Stock dividends	--	--	--	827
Redemption of Preferred Stock	--	--	--	(1,218)
Restricted Common Stock	--	23	--	--
Purchase of treasury shares	(1,015)	--	--	(60,468)
Exercise of stock options, net of shares surrendered	1,484	74,555	--	(388)
Foreign currency translation, net of $7,568 deferred income taxes	--	--	(14,055)	--
BALANCE JANUARY 4, 1997	63,908	668,554	6,428	1,234,849
Net income	--	--	--	350,942
Cash dividends:				
Common Stock	--	--	--	(96,337)
Series B Preferred Stock	--	--	--	(3,804)
Tax benefit from Preferred Stock dividends	--	--	--	700
Redemption of Preferred Stock	--	--	--	(1,855)
Restricted Common Stock	9	(520)	--	601
Purchase of treasury shares	(5,239)	--	--	(386,412)
Exercise of stock options, net of shares surrendered	1,457	76,074	--	(48)
Foreign currency translation, net of $22,905 deferred income taxes		--	(42,538)	--
Two-for-one stock split	61,090	--	--	(61,090)
BALANCE JANUARY 3, 1998	121,225	744,108	(36,110)	1,037,546

</TABLE>

(continued)

VF CORPORATION
CONSOLIDATED STATEMENTS OF COMMON SHAREHOLDERS' EQUITY
(continued)

<TABLE>
<CAPTION>

In thousands	COMMON STOCK	ADDITIONAL PAID-IN CAPITAL	ACCUMULATED OTHER COMPREHENSIVE INCOME	RETAINED EARNINGS
<S>	<C>	<C>	<C>	<C>
BALANCE JANUARY 3, 1998	$ 121,225	$ 744,108	$ (36,110)	$ 1,037,546
Net income	--	--	--	388,306
Cash dividends:				
Common Stock	--	--	--	(97,943)
Series B Preferred Stock	--	--	--	(3,717)
Tax benefit from Preferred Stock dividends	--	--	--	568
Redemption of Preferred Stock	--	--	--	(2,763)
Restricted Common Stock	19	208	--	(37)
Purchase of treasury shares	(3,223)	--	--	(144,175)
Common Stock held in trust for				

deferred compensation plans	(233)	--	--	(6,728)
Exercise of stock options, net of shares surrendered	1,678	57,195	--	(87)
Foreign currency translation, net of $5,638 deferred income taxes	--	--	10,471	--
BALANCE JANUARY 2, 1999	$ 119,466	$ 801,511	$ (25,639)	$ 1,170,970

</TABLE>

See notes to consolidated financial statements.

VF CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JANUARY 2, 1999

NOTE A - ACCOUNTING POLICIES

PRINCIPLES OF CONSOLIDATION: The consolidated financial statements include the accounts of VF Corporation and all majority owned subsidiaries after elimination of intercompany transactions and profits.

INVENTORIES are stated at the lower of cost or market. Inventories stated on the last-in, first-out method represent 48% of total 1998 inventories and 53% in 1997. Remaining inventories are valued using the first-in, first-out method.

PROPERTY AND DEPRECIATION: Property, plant and equipment are stated at cost. Depreciation is computed by the straight-line method over the estimated useful lives of the assets, ranging up to 40 years for buildings and 10 years for machinery and equipment.

INTANGIBLE ASSETS represent the excess of costs over the fair value of net tangible assets of businesses acquired, less accumulated amortization of $243.5 million and $208.3 million in 1998 and 1997. These assets are amortized on the straight-line method over ten to forty years.

The Company's policy is to evaluate intangible assets for possible impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. This evaluation is based on a number of factors, including a business unit's expectations for operating income and undiscounted cash flows that will result from the use of such assets.

ADVERTISING COSTS are expensed as incurred and were $287.5 million in 1998, $309.3 million in 1997 and $271.4 million in 1996.

OTHER COMPREHENSIVE INCOME consists of certain changes in assets and liabilities that are not included in Net Income but are instead reported under generally accepted accounting principles within a separate component of Common Shareholders' Equity. All amounts in Accumulated Other Comprehensive Income relate to foreign currency translation and are net of income taxes at a 35% rate.

STOCK SPLIT: During 1997, the Company declared a two-for-one stock split. Common Stock increased and Retained Earnings decreased by $61.1 million, representing the stated value of additional shares issued. Amounts presented in the Consolidated Statements of Common Shareholders' Equity are based on actual share amounts outstanding for each period presented.

USE OF ESTIMATES: In preparing financial statements in accordance with generally accepted accounting principles, management makes estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates.

NOTE B - ACQUISITIONS

On January 8, 1998, the Company acquired the stock of Bestform Group, Inc. for $184.3 million in cash, plus repayment of $44.4 million of debt. Bestform is a manufacturer and marketer of intimate apparel in the United States. The Company also acquired three other businesses during 1998 for an aggregate cost of $76.1 million. Intangible assets related to these acquisitions totaled $166.2 million. The following unaudited pro forma results of operations assume that these acquisitions had occurred at the beginning of 1997:

<TABLE>
<CAPTION>

	1998	1997
	In thousands, except per share amounts	
Net sales	$ 5,587,378	$ 5,733,355
Net income	388,743	361,238
Earnings per common share:		
Basic	$ 3.17	$ 2.84
Diluted	3.10	2.78

During the years 1996 and 1997, the Company acquired a total of four businesses, primarily related to jeanswear products, for an aggregate cost of $40.3 million, of which $28.6 million represents intangible assets.

All acquisitions have been accounted for as purchases, and accordingly the purchase prices have been allocated to the net assets acquired based on fair values at the dates of acquisition. The excess of cost over fair value of the purchased businesses has been allocated to intangible assets and is being amortized primarily over 40 years. Operating results of these businesses have been included in the consolidated financial statements since the dates of acquisition.

NOTE C - INVENTORIES

	1998	1997
	In thousands	
Finished products	$552,729	$434,000
Work in process	185,929	166,947
Materials and supplies	215,349	173,808
	$954,007	$774,755

The current cost of inventories stated on the last-in, first-out method is not significantly different from their value determined under the first-in, first-out method.

NOTE D - PROPERTY, PLANT AND EQUIPMENT

	1998	1997
	In thousands	
Land	$ 45,296	$ 44,786
Buildings	443,619	437,903
Machinery and equipment	1,222,216	1,086,263
	1,711,131	1,568,952
Less accumulated depreciation	935,040	862,962
	$ 776,091	$ 705,990

NOTE E - SHORT-TERM BORROWINGS

The weighted average interest rate for short-term borrowings from banks was 5.8% at the end of 1998 and 10.5% at the end of 1997.

The Company maintains an unsecured revolving credit agreement with a group of banks for $750.0 million that supports commercial paper borrowings and is otherwise available for general corporate purposes. The agreement, which extends to October 1999, requires a .12% facility fee per year and contains various financial covenants, including minimum net worth and debt ratio requirements. At January 2, 1999, there was $180.0 million outstanding under the agreement.

NOTE F - ACCRUED LIABILITIES

<TABLE>

<CAPTION>

	1998	1997
	In thousands	
<S>	<C>	<C>
Income taxes	$ 70,112	$ 86,244
Compensation	103,769	84,425
Insurance	18,605	62,153
Other	253,515	207,342
	$446,001	$440,164

</TABLE>

NOTE G - LONG-TERM DEBT

<TABLE>
<CAPTION>

	1998	1997
	In thousands	
<S>	<C>	<C>
9.50% notes, due 2001	$100,000	$100,000
6.63% notes, due 2003	100,000	100,000
7.60% notes, due 2004	100,000	100,000
6.75% notes, due 2005	100,000	100,000
9.25% debentures, due 2022	100,000	100,000
Other	22,626	16,676
	522,626	516,676
Less current portion	969	450
	$521,657	$516,226

</TABLE>

The scheduled payments of long-term debt are $4.2 million in 2000, $115.8 million in 2001, $.2 million in 2002 and $100.2 million in 2003. The Company paid interest of $59.5 million in 1998, $48.0 million in 1997 and $62.6 million in 1996.

NOTE H - OTHER LIABILITIES

<TABLE>
<CAPTION>

	1998	1997
	In thousands	
<S>	<C>	<C>
Deferred compensation	$151,436	$113,727
Deferred income taxes	11,512	--
Other	18,802	30,086
	$181,750	$143,813

</TABLE>

NOTE I - BENEFIT PLANS

The Company sponsors a noncontributory defined benefit pension plan covering substantially all full-time domestic employees. The effect of the defined benefit plan on income is as follows:

<TABLE>
<CAPTION>

	1998	1997	1996
		In thousands	
<S>	<C>	<C>	<C>
Service cost - benefits earned during the year	$ 19,738	$ 16,726	$ 17,160
Interest cost on projected benefit obligation	36,370	33,577	31,060
Expected return on plan assets	(45,270)	(34,771)	(30,947)
Amortization of:			
Transition asset	(3,068)	(4,378)	(4,378)
Prior service cost	5,179	4,987	4,987
Pension expense	$ 12,949	$ 16,141	$ 17,882

</TABLE>

The following provides a reconciliation of the changes in fair value of the plan's assets and benefit obligation, based on a September 30 valuation date, plus the funded status at the end of each year:

<TABLE>
<CAPTION>

	1998	1997
	In thousands	
<S>	<C>	<C>
Fair value of plan assets, beginning of year	$ 526,087	$ 405,000
Actual return on plan assets	28,013	115,805
Company contributions	20,400	27,000
Benefits paid	(20,909)	(21,718)
Fair value of plan assets, end of year	553,591	526,087
Benefit obligation, beginning of year	473,940	411,295
Service cost	19,738	16,726
Interest cost	36,370	33,577
Plan amendments	19,005	2,896
Actuarial loss	22,333	31,164
Benefits paid	(20,909)	(21,718)
Benefit obligation, end of year	550,477	473,940
Funded status, end of year	3,114	52,147
Unrecognized net actuarial (gain) loss	2,107	(37,483)
Unrecognized prior service cost	29,943	16,117
Unrecognized net transition asset	--	(3,068)
Pension asset recorded in Other Assets	$ 35,164	$ 27,713

</TABLE>

The projected benefit obligation was determined using an assumed discount rate of 6.8% in 1998, 7.5% in 1997 and 8.0% in 1996. The assumption for compensation increases was 4.0% in 1998 and 4.5% in 1997 and 1996, and the assumption for return on plan assets was 8.8% in each year.

The Company sponsors an Employee Stock Ownership Plan (ESOP) as part of a 401(k) savings plan covering most domestic salaried employees. Contributions made by the Company to the 401(k) plan are based on a specified percentage of employee contributions. Cash contributions by the Company were $6.5 million in 1998, $5.7 million in 1997 and $5.5 million in 1996. Plan expense was $5.5 million in 1998 and 1997 and $5.7 million in 1996, after giving effect to tax-deductible dividends on the Series B Preferred Stock of $3.7 million in 1998, $3.8 million in 1997 and $4.0 million in 1996.

The Company sponsors a nonqualified supplemental retirement pension plan. The actuarially determined projected benefit obligation at the end of 1998 was $41.2 million, of which $20.2 million is accrued in Other Liabilities. The Company also sponsors other savings and retirement plans for certain domestic and foreign employees. Expense for these plans totaled $10.5 million in 1998, $9.1 million in 1997 and $9.6 million in 1996.

NOTE J - CAPITAL

Common shares outstanding are net of shares held in treasury of 17,134,370 in 1998, 13,910,519 in 1997 and 4,798,646 in 1996. In addition, 232,899 shares of VF Common Stock held in trust for deferred compensation plans, at a cost of $7.0 million, are treated for financial accounting purposes as treasury shares at the end of 1998.

There are 25,000,000 authorized shares of Preferred Stock, $1 par value. As of January 2, 1999, 2,000,000 shares are designated as Series A Preferred Stock, of which none have been issued. In addition, 2,105,263 shares are designated as 6.75% Series B Preferred Stock, which were purchased by the ESOP.

There were 1,760,119 shares of Series B Preferred Stock outstanding at January 2, 1999, 1,824,820 outstanding at January 3, 1998 and 1,881,515 outstanding at January 4, 1997, after share redemptions.

Each outstanding share of Common Stock has one preferred stock purchase right attached. The rights become exercisable ten days after an outside party acquires, or makes an offer for, 15% or more of the Common Stock. Once exercisable, each right will entitle its holder to buy 1/100 share of Series A Preferred Stock for $175. If the Company is involved in a merger or other business combination or an outside party acquires 15% or more of the Common Stock, each right will be modified to entitle its holder (other than the acquirer) to purchase common stock of the acquiring company or, in certain circumstances, VF Common Stock having a market value of twice the exercise price of the right. In some circumstances, rights other than those held by an acquirer may be exchanged for one share of VF Common Stock. The rights, which expire in January 2008, may be redeemed at $.01 per right prior to their becoming exercisable.

NOTE K - REDEEMABLE PREFERRED STOCK

Each share of Series B Preferred Stock has a redemption value of $30.88 plus cumulative accrued dividends, is convertible into 1.6 shares of Common Stock and is entitled to two votes per share along with the Common Stock. The trustee for the ESOP may convert the preferred shares to Common Stock at any time or may cause the Company to redeem the preferred shares under certain circumstances. The Series B Preferred Stock also has preference in liquidation over all other stock issues.

The ESOP's purchase of the preferred shares was funded by a loan of $65.0 million from the Company that bears interest at 9.80% and is payable in increasing installments through 2002. Interest related to this loan was $3.3 million in 1998, $3.9 million in 1997 and $4.4 million in 1996. Principal and interest obligations on the loan are satisfied as the Company makes contributions to the savings plan and dividends are paid on the Preferred Stock. As principal payments are made on the loan, shares of Preferred Stock are allocated to participating employees' accounts within the ESOP. At the end of 1998, 1,099,474 shares of Preferred Stock had been allocated to participating employees' accounts.

NOTE L - STOCK OPTIONS

The Company has granted nonqualified stock options to officers, directors and key employees under a stock compensation plan at prices not less than fair market value on the date of grant. Options become exercisable one year after the date of grant and expire ten years after the date of grant. Activity in the stock compensation plan is summarized as follows:

<TABLE>
<CAPTION>

	SHARES UNDER OPTIONS	WEIGHTED AVERAGE EXERCISE PRICE
Balance December 30, 1995	9,524,098	$24.49
Options granted	1,965,400	34.49
Options exercised	(2,982,576)	22.87
Options canceled	(342,450)	24.86
Balance January 4, 1997	8,164,472	26.21
Options exercised	(2,521,346)	25.78
Options canceled	(131,510)	29.88
Balance January 3, 1998	5,511,616	28.21
Options granted	1,940,000	43.30
Options exercised	(1,680,000)	27.26
Options canceled	(69,310)	25.41
Balance January 2, 1999	5,702,306	$33.65

</TABLE>

Stock options outstanding at January 2, 1999 are summarized as follows:

<TABLE>
<CAPTION>

RANGE OF EXERCISE PRICES	NUMBER OUTSTANDING	WEIGHTED AVERAGE REMAINING CONTRACTUAL LIFE	WEIGHTED AVERAGE EXERCISE PRICE
$ 6-10	16,600	1.9 years	$ 8.09
16-20	65,220	2.6 years	17.75
21-25	765,896	5.5 years	23.41
26-30	1,609,290	5.4 years	27.27
31-35	1,329,100	7.9 years	34.49

40-45	1,916,200	9.1 years	43.30
$ 6-45	5,702,306	7.2 years	$ 33.65

</TABLE>

All above options are exercisable, except for those granted in 1998. There are 3,604,194 shares available for future grants of stock options and restricted stock, of which no more than 1,162,676 may be grants of restricted stock.

NOTE L - STOCK OPTIONS (CONTINUED)

The Company does not recognize compensation expense for stock options granted at fair market value, as permitted by the accounting standards. However, had compensation expense been determined based on the fair value of the options on the grant dates, the Company's net income would have been reduced by $9.7 million ($.08 per share) in 1998, $9.0 million ($.07 per share) in 1997 and $6.9 million ($.06 per share) in 1996.

The fair value of options granted during 1998 was $8.78 per share and of options granted during 1996 was $7.97 per share. Fair value is estimated based on the Black-Scholes option-pricing model with the following assumptions for grants in 1998 and 1996: dividend yield of 2.0% in 1998 and 2.5% in 1996; expected volatility of 20%; risk-free interest rates of 5.4% in 1998 and 6.5% in 1996; and expected lives of 4 years in 1998 and 5 years in 1996.

The Company has granted to key employees 47,832 shares of restricted stock that vest in the year 2005. Compensation equal to the market value of shares at the date of grant is amortized to expense over the vesting period.

NOTE M - INCOME TAXES

The provision for income taxes is computed based on the following amounts of income before income taxes:

<TABLE>
<CAPTION>

	1998	1997	1996
		In thousands	
<S>	<C>	<C>	<C>
Domestic	$582,128	$514,028	$433,959
Foreign	49,470	71,852	74,449
	$631,598	$585,880	$508,408

</TABLE>

The provision for income taxes consists of:

<TABLE>
<CAPTION>

	1998	1997	1996
		In thousands	
<S>	<C>	<C>	<C>
Current:			
Federal	$ 172,019	$ 201,924	$ 179,217
Foreign	35,082	46,466	43,493
State	17,084	19,553	15,894
	224,185	267,943	238,604
Deferred, primarily federal	19,107	(33,005)	(29,720)
	$ 243,292	$ 234,938	$ 208,884

</TABLE>

The reasons for the difference between income taxes computed by applying the statutory federal income tax rate and income tax expense in the financial statements are as follows:

<TABLE>
<CAPTION>

	1998	1997	1996

		In thousands	
<S>	<C>	<C>	<C>
Tax at federal statutory rate	$ 221,059	$ 205,058	$ 177,943
State income taxes, net of federal tax benefit	11,105	12,709	10,331
Amortization of intangible assets	7,916	7,084	7,091
Foreign operating losses with no current benefit	4,715	4,033	7,109
Other, net	(1,503)	6,054	6,410
	$ 243,292	$ 234,938	$ 208,884

</TABLE>

Deferred income tax assets and liabilities consist of the following:

<TABLE>
<CAPTION>

	1998	1997
	In thousands	
<S>	<C>	<C>
Deferred income tax assets:		
Employee benefits	$ 55,645	$ 50,917
Inventories	16,780	10,450
Other accrued expenses	110,730	95,841
Operating loss carryforwards	38,083	36,323
Foreign currency translation	13,806	19,444
	235,044	212,975
Valuation allowance	(34,249)	(32,506)
	$ 200,795	$ 180,469
Deferred income tax liabilities:		
Depreciation	$ 59,288	$ 47,311
Other	39,857	26,657
	$ 99,145	$ 73,968

</TABLE>

The Company has $95.2 million of foreign operating loss carryforwards expiring at various dates; a valuation allowance has been provided where it is more likely than not that the deferred tax assets relating to certain of those loss carryforwards will not be realized. Income taxes paid were $215.2 million in 1998, $230.1 million in 1997 and $177.4 million in 1996. Interest income includes $10.5 million in 1997 and $2.6 million in 1996 relating to settlements of prior years' tax examinations.

NOTE N - BUSINESS SEGMENT INFORMATION

The Company designs and manufactures apparel products marketed primarily under Company-owned brand names. Customers are primarily department, discount and specialty stores throughout the world.

The Company manages its businesses through separate marketing companies that support specific brands. Manufacturing and product sourcing needs are met by groups that support individual or in some cases several different product types. These operations have been aggregated into two reportable segments based on product type, method of distribution and economic characteristics. The "Apparel" segment includes jeanswear and related products, women's intimate and sportswear apparel, and children's apparel. The "All Other" segment consists of the Company's knitwear, workwear, daypack and backpack operations, which have different product, customer or economic characteristics than those in the Apparel segment.

Management evaluates the operating performance of each of its marketing companies based on their income from operations. Accounting policies used for segment reporting are consistent with those stated in Note A, except that interest income and expense and amortization of intangible assets are not allocated to individual segments and inventories are valued on a first-in, first-out basis. Corporate and other expenses include expenses incurred in and directed by the Corporate offices that are not allocated to specific business units. Segment assets are those used directly in the operations of each business unit, such as accounts receivable, inventories and property, plant and equipment. Corporate assets include investments and deferred income taxes. Financial information for the Company's reportable segments is as follows:

<TABLE>
<CAPTION>

	1998	1997	1996
		In thousands	
<S>	<C>	<C>	<C>
Net sales:			
Apparel	$ 4,313,082	$ 3,963,869	$ 3,931,780
All Other	1,165,725	1,258,377	1,205,398
Consolidated net sales	$ 5,478,807	$ 5,222,246	$ 5,137,178
Segment profit:			
Apparel	$ 693,638	$ 574,384	$ 487,381
All Other	119,674	146,143	141,171
Total segment profit	813,312	720,527	628,552
Interest, net	(55,871)	(25,877)	(49,387)
Amortization of intangible assets	(32,890)	(27,518)	(28,138)
Corporate and other expenses	(92,953)	(81,252	(42,619)
Consolidated income before income taxes	$ 631,598	$ 585,880	$ 508,408

</TABLE>

<TABLE>
<CAPTION>

	1998	1997	1996
		In thousands	
<S>	<C>	<C>	<C>
Segment assets:			
Apparel	$1,858,873	$1,506,035	$1,481,116
All Other	624,889	638,628	622,801
Total segment assets	2,483,762	2,144,663	2,103,917
Cash and equivalents	63,208	124,094	270,629
Intangible assets	951,562	814,332	863,930
Corporate assets	338,134	239,693	211,059
Consolidated assets	$3,836,666	$3,322,782	$3,449,535
Depreciation expense:			
Apparel	$ 83,382	$ 81,199	$ 84,043
All Other	37,934	41,624	43,653
Corporate	7,179	5,911	4,744
Consolidated depreciation expense	$ 128,495	$ 128,734	$ 132,440
Capital expenditures:			
Apparel	$ 129,532	$ 109,458	$ 93,664
All Other	30,842	32,677	31,099
Corporate	28,685	12,127	13,984
Consolidated capital expenditures	$ 189,059	$ 154,262	$ 138,747

</TABLE>

Information by geographic area is presented below, with sales based on the location of the customer:

<TABLE>
<CAPTION>

	1998	1997	1996
		In thousands	
<S>	<C>	<C>	<C>
Net sales:			
United States	$4,552,785	$4,368,474	$4,203,675
Foreign, primarily Europe	926,022	853,772	933,503
Consolidated net sales	$5,478,807	$5,222,246	$5,137,178
Long-lived assets, primarily property, plant and equipment:			
United States	$ 672,534	$ 615,404	$ 639,482
Mexico	60,400	41,055	17,214
Other foreign, primarily Europe	83,842	73,253	79,892

Total long-lived assets	$ 816,776	$ 729,712	$ 736,588

</TABLE>

Worldwide sales by product category are as follows:

<TABLE>
<CAPTION>

	1998	1997	1996
		In thousands	
<S>	<C>	<C>	<C>
Jeanswear and related products	$2,962,790	$2,888,967	$2,885,232
Intimate apparel	965,782	648,937	650,197
Knitwear	506,365	614,798	601,303
Other	1,043,870	1,069,544	1,000,446
Total	$5,478,807	$5,222,246	$5,137,178

</TABLE>

Sales to one domestic discount store group comprise 12.3% of consolidated sales in 1998, 11.1% in 1997 and 10.3% in 1996.

NOTE O - LEASES

The Company leases certain facilities and equipment under noncancelable operating leases. Rental expense was $64.3 million in 1998, $66.2 million in 1997 and $67.0 million in 1996. Future minimum lease payments are $53.7 million, $45.4 million, $37.3 million, $28.1 million and $22.3 million for the years 1999 through 2003 and $35.0 million thereafter.

NOTE P - EARNINGS PER SHARE

<TABLE>
<CAPTION>

	1998	1997	1996
	In thousands, except per share amounts		
<S>	<C>	<C>	<C>
Basic earnings per share:			
Net income	$388,306	$350,942	$299,524
Less Preferred Stock dividends and redemption premium	5,912	5,003	4,363
Net income available for Common Stock	$382,394	$345,939	$295,161
Weighted average Common Stock outstanding	120,744	125,504	127,292
Basic earnings per share	$ 3.17	$ 2.76	$ 2.32

</TABLE>

<TABLE>
<CAPTION>

	1998	1997	1996
	In thousands, except per share amounts		
<S>	<C>	<C>	<C>
Diluted earnings per share:			
Net income	$388,306	$350,942	$299,524
Increased ESOP expense if Preferred Stock were converted to Common Stock	1,136	1,227	1,318
Net income available for Common Stock and dilutive securities	$387,170	$349,715	$298,206
Weighted average Common Stock outstanding	120,744	125,504	127,292
Additional Common Stock resulting from dilutive securities:			

Preferred Stock	2,854	2,955	3,056
Stock options and other	1,397	1,261	730
	--------	--------	--------
Weighted average Common Stock and dilutive securities outstanding	124,995	129,720	131,078
	========	========	========
Diluted earnings per share	$ 3.10	$ 2.70	$ 2.28
	========	========	========

</TABLE>

NOTE Q - FINANCIAL INSTRUMENTS

The carrying amount and fair value of financial instruments included in the balance sheets are as follows:

<TABLE>
<CAPTION>

	1998		1997	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial liabilities:	In thousands			
<S>	<C>	<C>	<C>	<C>
Short-term borrowings	$244,910	$244,910	$ 24,191	$ 24,191
Long-term debt	522,626	552,476	516,676	543,976
Series B Preferred Stock	54,344	132,008	56,341	137,915

</TABLE>

The fair value of the Company's short-term and long-term debt is estimated based on quoted market prices or values of comparable borrowings. The fair value of the Series B Preferred Stock is based on a valuation by an independent financial consulting firm.

The Company enters into short-term foreign currency forward exchange contracts to manage exposures related to specific foreign currency transactions or anticipated cash flows. Changes in the fair values of these contracts are recognized currently in operating income. The amounts of the contracts, and related gains and losses, are not material. In addition, the Company has entered into an interest rate swap contract expiring in October 1999 related to $100 million of the long-term debt. Net cash flows of the swap contract are included in Interest Expense. The fair value of these foreign currency and swap

financial instruments approximates their carrying value.

VF Corporation Quarterly Results of Operations (Unaudited)

<TABLE>
<CAPTION>

In thousands, except per share amounts	Net Sales	Gross Profit	Net Income	Earnings Per Common Share Basic	Diluted	Dividends Per Common Share
<S>	<C>	<C>	<C>	<C>	<C>	<C>
1998						
First quarter	$1,326,205	$ 453,225	$ 78,106	$ .63	$ .62	$ .20
Second quarter	1,350,319	455,956	86,781	.70	.69	.20
Third quarter	1,458,780	514,108	119,615	.98	.96	.20
Fourth quarter	1,343,503	468,832	103,804	.86	.84	.21
	$5,478,807	$1,892,121	$ 388,306	$3.17	$3.10	$ .81
1997						
First quarter	$1,262,781	$ 417,837	$ 70,186	$ .54	$ .53	$ .19
Second quarter	1,255,549	427,650	78,904	.61	.60	.19
Third quarter	1,416,906	487,311	108,692	.86	.84	.19
Fourth quarter	1,287,010	448,837	93,160	.75	.74	.20

	$5,222,246	$1,781,635	$ 350,942	$2.76	$2.70	$ .77
1996						
First quarter	$1,158,123	$ 380,517	$ 55,930	$ .43	$ .43	$ .18
Second quarter	1,220,997	396,319	69,892	.54	.53	.18
Third quarter	1,380,919	446,358	91,048	.71	.69	.18
Fourth quarter	1,377,139	455,818	82,654	.64	.63	.19
	$5,137,178	$1,679,012	$ 299,524	$2.32	$2.28	$ .73

</TABLE>
VF Corporation Financial Summary

<TABLE>
<CAPTION>

In thousands, except per share amounts	1998	1997	1996
<S>	<C>	<C>	<C>
SUMMARY OF OPERATIONS			
Net sales	$ 5,478,807	$ 5,222,246	$ 5,137,178
Cost of products sold	3,586,686	3,440,611	3,458,166
Gross margin	1,892,121	1,781,635	1,679,012
Marketing, administrative and other	1,207,952	1,176,562	1,121,729
Operating income	684,169	605,073	557,283
Interest, net	(55,871)	(25,877)	(49,387)
Miscellaneous, net	3,300	6,684	512
Income before income taxes	631,598	585,880	508,408
Income taxes	243,292	234,938	208,884
Net income	$ 388,306	$ 350,942	$ 299,524
Per share of Common Stock(1)			
Earnings - basic	$ 3.17	$ 2.76	$ 2.32
Earnings - diluted	3.10	2.70	2.28
Dividends	.81	.77	.73
Average number of common shares outstanding	120,744	125,504	127,292
Net income as % of average common shareholders' equity	19.7%	18.2%	16.2%
Net income as % of average total assets	10.2%	10.1%	8.6%
FINANCIAL POSITION			
Accounts receivable, net	$ 705,734	$ 587,934	$ 592,942
Inventories	954,007	774,755	730,823
Total current assets	1,848,152	1,601,466	1,706,326
Property, plant and equipment, net	776,091	705,990	721,524
Total assets	3,836,666	3,322,782	3,449,535
Total current liabilities	1,033,006	765,908	766,267
Long-term debt	521,657	516,226	519,058
Common shareholders' equity	2,066,308	1,866,769	1,973,739
OTHER STATISTICS			
Working capital	$ 815,146	$ 835,558	$ 940,059
Current ratio	1.8	2.1	2.2
Debt to capital ratio(2)	27.1%	22.5%	21.4%
Dividends	$ 101,660	$ 100,141	$ 97,036
Purchase of Common Stock	147,398	391,651	61,483
Cash provided by operations	432,679	454,661	711,454
Capital expenditures (excluding acquisitions)	189,059	154,262	138,747
Depreciation and amortization	161,385	156,252	160,578
MARKET DATA			
Market price range(1)	$54 11/16-33 7/16	$48 1/4-32 1/4	$34 15/16-23 13/16

Book value per common share(1)	17.30	15.40	15.44
Price earnings ratio -high-low	17.3 - 10.5	17.5 - 11.7	15.1 - 10.3
Rate of payout(3)	25.6%	27.9%	31.5%

</TABLE>

<TABLE>
<CAPTION>

In thousands, except per share amounts	1995	1994
<S>	<C>	<C>
SUMMARY OF OPERATIONS		
Net sales	$ 5,062,299	$ 4,971,713
Cost of products sold	3,577,555	3,387,295
Gross margin	1,484,744	1,584,418
Marketing, administrative and other	1,137,354	1,053,912
Operating income	347,390	530,506
Interest, net	(66,217)	(70,984)
Miscellaneous, net	2,962	(3,861)
Income before income taxes	284,135	455,661
Income taxes	126,844	181,125
Net income	$ 157,291	$ 274,536
Per share of Common Stock(1)		
Earnings - basic	$ 1.20	$ 2.10
Earnings - diluted	1.19	2.05
Dividends	.69	.65
Average number of common shares outstanding	127,486	129,240
Net income as % of average common shareholders' equity	8.8%	16.8%
Net income as % of average total assets	4.4%	7.9%
FINANCIAL POSITION		
Accounts receivable, net	$ 629,506	$ 613,337
Inventories	841,907	801,338
Total current assets	1,667,637	1,551,166
Property, plant and equipment, net	749,880	767,011
Total assets	3,447,071	3,335,608
Total current liabilities	868,320	912,332
Long-term debt	614,217	516,700
Common shareholders' equity	1,771,506	1,734,009
OTHER STATISTICS		
Working capital	$ 799,317	$ 638,834
Current ratio	1.9	1.7
Debt to capital ratio(2)	32.3%	32.7%
Dividends	$ 92,038	$ 88,223
Purchase of Common Stock	86,251	27,878
Cash provided by operations	323,656	479,401
Capital expenditures (excluding acquisitions)	155,206	132,908
Depreciation and amortization	167,721	158,511
MARKET DATA		
Market price range(1)	$28 9/16-23 3/8	$26 7/8-22 1/8
Book value per common share(1)	13.96	13.51
Price earnings ratio -high-low	23.8 - 19.5	12.8 - 10.5
Rate of payout(3)	57.5%	31.0%

</TABLE>

(1) Per share computations and market price ranges have been adjusted to reflect a two-for-one stock split in November 1997.

(2) Capital is defined as common shareholders' equity plus short-term and long - term debt.

(3) Dividends per share divided by earnings per share.

VF Corporation Investor Information

Common Stock

Listed on the New York Stock Exchange and Pacific Exchange - trading symbol VFC.

Shareholders of Record

As of February 24, 1999, there were 7,043 shareholders of record.

Dividend Policy
Quarterly dividends on VF Corporation Common Stock, when declared, are paid on or about the 20th day of March, June, September and December.

Dividend Reinvestment Plan
The Plan is offered to shareholders by First Chicago Trust Company of New York. The Plan provides for automatic dividend reinvestment and voluntary cash contributions for the purchase of additional shares of VF Corporation Common Stock. Questions concerning general Plan information should be directed to the Office of the Vice President - Administration, General Counsel and Secretary of VF Corporation.

Dividend Direct Deposit
Shareholders may have their dividends deposited into their savings or checking account at any bank that is a member of the Automated Clearing House (ACH) system. A brochure describing this service may be obtained by contacting First Chicago or VF Corporation.

Quarterly Common Stock Price Information
The high and low sales prices for the periods indicated were as follows:

<TABLE>
<CAPTION>

	1998		1997		1996	
	High	Low	High	Low	High	Low
<S>	<C>	<C>	<C>	<C>	<C>	<C>
First quarter	$53 1/4	$40 3/4	$35 11/16	$32 1/2	$28 3/8	$23 13/16
Second quarter	54 11/16	49 11/16	43 5/8	32 1/4	31 11/16	26 7/8
Third quarter	52 1/4	36 5/8	48 1/4	42 9/16	31 3/16	26 1/4
Fourth quarter	50 11/16	33 7/16	47 3/16	41 11/16	34 15/16	29 1/2

</TABLE>

EXHIBIT 21

VF CORPORATION
SUBSIDIARIES OF THE CORPORATION

Following is a listing of the significant subsidiaries of the Corporation, at January 2, 1999:

Name	Jurisdiction of Organization
Bestform, Inc.	Delaware
Healthtex, Inc.	Delaware
Healthtex Apparel Corp.	Delaware
JanSport, Inc.	Delaware
JanSport Apparel Corp.	Delaware
Jantzen Inc.	Nevada
Jantzen Apparel Corp.	Delaware
The H. D. Lee Company, Inc.	Delaware
Les Dessous Boutique Diffusion S.A.	France
VF Workwear, Inc.	Delaware
Red Kap Apparel Corp.	Delaware
VF Europe N.V.	Belgium
VF Factory Outlet, Inc.	Delaware
VF Diffusion, S.A.R.L.	France
VF Germany Textil-Handels GmbH	Germany
VF Italia, S.r.l.	Italy
VF Japan K.K.	Japan
VF Jeanswear, Inc.	Alabama
VF Knitwear, Inc.	Virginia
VF Knitwear Industries, Inc.	Delaware
VF Lingerie (France) S.A.	France
VF Northern Europe Ltd.	United Kingdom
VF Polska Sp. zo.o.	Poland
VF Scandinavia A/S	Denmark
VF Workwear, Inc.	Delaware
Vanity Fair, Inc.	Delaware
Vanity Fair Intimates, Inc.	Alabama
Vives Vidal, Vivesa, S.A.	Spain
Wrangler Apparel Corp.	Delaware
Wrangler Clothing Corp.	Delaware

Excludes subsidiaries which, if considered as a single subsidiary or after taking into account the elimination of intercompany accounts, would not constitute a significant subsidiary.

EXHIBIT 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS FOR FORM 10-K

We consent to the incorporation by reference in (1) Post-Effective Amendment No. 1 to Registration Statement No. 333-32789 on Form S-8, which constitutes Post-Effective Amendment No. 9 to Registration Statement No. 2-85579 on Form S-8, Post-Effective Amendment No. 5 to Registration Statement No. 33-26566 on Form S-8, Post-Effective Amendment No. 2 to Registration Statement No. 33-55014 on Form S-8 and Post-Effective Amendment No. 2 to Registration Statement No. 33-60569 on Form S-8; (2) Post-Effective Amendment No. 1 to Registration Statement No. 33-33621 on Form S-8, which constitutes Post-Effective Amendment No. 2 to Registration Statement No. 2-99945 on Form S-8; (3) Registration Statement No. 333-59727 on Form S-8; (4) Post-Effective Amendment No. 1 to Registration Statement No. 33-41241 on Form S-8; (5) Registration Statement No. 333-72267 on Form S-8; (6) Post-Effective No. 1 to Registration Statement No. 333-49023 on Form S-8; (7) Registration Statement No. 33-10491 on Form S-3; and (8) Registration Statement No. 33-53231 on Form S-3 of our report dated February 4, 1999 on our audits of the consolidated financial statements of VF Corporation as of January 2, 1999 and January 3, 1998, and for the three fiscal years in the period ended January 2, 1999, appearing on page 33 of the 1998 Annual Report to Shareholders, which is incorporated by reference in this Annual Report on Form 10-K. We also consent to the incorporation by reference of our report on the consolidated financial statement schedule, which appears on page 19 of this Form 10-K.

/s/ PricewaterhouseCoopers LLP
Greensboro, North Carolina

March 29, 1999

CONSENT OF INDEPENDENT ACCOUNTANTS FOR FORM 11-K

We consent to the incorporation by reference in (1) Post-Effective Amendment No. 1 to Registration Statement No. 33-33621 on Form S-8, which constitutes Post-Effective Amendment No. 2 to Registration Statement No. 2-99945 on Form S-8; and (2) Registration Statement No. 333-59727 on Form S-8, of our report dated March 22, 1999 on our audits of the financial statements of the VF Corporation Tax-Advantaged Savings Plan for Salaried Employees as of December 31, 1998 and December 31, 1997 and for the three years in the period ended December 31, 1998 included in the Form 11-K, which is filed as Exhibit 99(A) to this Form 10-K.

/s/ PricewaterhouseCoopers LLP
Greensboro, North Carolina

March 29, 1999

CONSENT OF INDEPENDENT ACCOUNTANTS FOR FORM 11-K

We consent to the incorporation by reference in Post-Effective Amendment No. 1 to Registration Statement No. 333-49023 on Form S-8, of our report dated March 22, 1999 on our audit of the financial statements of the VF Corporation Tax-Advantaged Savings Plan for Hourly Employees as of December 31, 1998 and for the period then ended included in the Form 11-K, which is filed as Exhibit 99 (B) to this Form 10-K.

/s/ PricewaterhouseCoopers LLP
Greensboro, North Carolina

March 29, 1999

CONSENT OF INDEPENDENT ACCOUNTANTS FOR FORM 11-K

We consent to the incorporation by reference in (1) Post-Effective Amendment No. 1 to Registration Statement No. 33-41241 on Form S-8; and (2) Registration Statement No. 333-72267 on Form S-8, of our report dated March 22, 1999 on our audits of the financial statements of the Blue Bell Savings, Profit Sharing and Retirement Plan as of December 31, 1998 and December 31, 1997 and for the three years in the period ended December 31, 1998 included in the Form 11-K, which is filed as Exhibit 99 (C) to this Form 10-K.

/s/ PricewaterhouseCoopers LLP
Greensboro, North Carolina

March 29, 1999

EXHIBIT 23.2

REPORT OF INDEPENDENT ACCOUNTANTS ON
FINANCIAL STATEMENT SCHEDULE

To the Board of Directors
VF Corporation

Our audits of the consolidated financial statements referred to in our report dated February 4, 1999 appearing on page 33 of the 1998 Annual Report to Shareholders of VF Corporation (which report and consolidated financial statements are incorporated by reference in this Annual Report on Form 10-K) also included an audit of the financial statement schedule listed in Item 14(a)(2) of this Form 10-K. In our opinion, this financial statement schedule presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements.

/s/ PricewaterhouseCoopers LLP
Greensboro, North Carolina

February 4, 1999

EXHIBIT 24

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that V.F. Corporation and the undersigned directors and officers of V.F. Corporation do hereby constitute and appoint C.S. Cummings, T.R. Wheeler and R.K. Shearer, and each of them, true and lawful attorneys-in-fact of the undersigned to execute on their behalf the Annual Report of V.F. Corporation on Form 10-K (including any amendments thereof) of the Securities and Exchange Commission for the fiscal year of V.F. Corporation ended January 2, 1999.

IN WITNESS WHEREOF, each of the undersigned has duly executed this Power of Attorney this 9th day of February, 1999.

ATTEST:

/s/ C.S. Cummings
Candace S. Cummings
Secretary

V.F. CORPORATION

By: /s/ Mackey J. McDonald
Mackey J. McDonald
Chairman of the Board, President
and Chief Executive Officer

Principal Executive Officer:

/s/ Mackey J. McDonald
Mackey J. McDonald
Chairman of the Board, President
and Chief Executive Officer

Principal Financial Officer:

/s/ R.K. Shearer
R.K. Shearer
Vice President-Finance and
Chief Financial Officer

Principal Accounting Officer:

/s/ T.R. Wheeler
T.R. Wheeler, Controller

/s/ Robert D. Buzzell
Robert D. Buzzell, Director

/s/ Edward E. Crutchfield
Edward E. Crutchfield, Director

/s/ Ursula F.Fairbairn
Ursula F. Fairbairn, Director

/s/ Barbara S. Feigin
Barbara S. Feigin, Director

/s/ George Fellows
George Fellows, Director

/s/ Robert J. Hurst
Robert J. Hurst, Director

/s/ Mackey J. McDonald
Mackey J. McDonald, Director

/s/ William E. Pike
William E. Pike, Director

/s/ M. Rust Sharp
M. Rust Sharp, Director

L. Dudley Walker, Director

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE 1998 ANNUAL REPORT AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.
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Exhibit 99a

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K

ANNUAL REPORT

ANNUAL REPORT PURSUANT TO SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended DECEMBER 31, 1998

Commission file number: 1-5256

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR SALARIED EMPLOYEES
(Full title of plan)

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

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

Item 1. Changes in the Plan

There were no changes in the Plan.

Item 2. Changes in Investment Policy

Effective January 1, 1998 the following funds were added to the Plan: Vanguard Money Market Fund, Vanguard Institutional Index Fund, Longleaf Partners Small-Cap Fund and Baron Asset (Small-Cap Growth Fund). Effective January 1, 1998 the following funds were removed from the Plan: Kemper Money Market Fund and Fidelity Magellan Fund.

Item 3. Contributions Under the Plan

Contributions made by VF Corporation (the Corporation) are measured by reference to the employees' contributions and are not discretionary.

Item 4. Participating Employees

There were approximately 6,862 enrolled participants in the Plan as of December 31, 1998, out of approximately 8,553 eligible employees.

Item 5. Administration of the Plan

(a) The Plan provides that a Committee of three persons be appointed to administer the Plan. The Committee, the VF Corporation Pension Plan Committee, is comprised of the following officers of the Corporation: Candace Cummings, Vice President - Administration, General Counsel & Secretary; Frank C. Pickard III, Vice President - Treasurer; and Louis J. Fecile, Vice President - Employee Benefits. All committee persons are located at the Corporation's headquarters: 628 Green Valley Road, Suite 500, Greensboro, NC 27408. Each of these individuals is an employee of the Corporation. The Committee has the power to adopt rules and regulations for carrying out and administering the Plan and has the full authority and power to construe, interpret and administer the Plan. Committee members receive no compensation from the Plan.

(b) All expenses of administration of the Plan, including Trustee fees, are paid by the Corporation.

Item 6. Custodian of Investments

(a) The Corporation has entered into a Trust Agreement under which UMB Bank, n.a., 10th and Grand, P.O. Box 419692, Kansas City, MO 64141-6692, has been appointed as Trustee under the Plan. Under the terms of the Trustee Agreement, UMB Bank, n.a. holds and invests all assets of the Plan, subject to the direction of each of the participants of the Plan regarding the investment fund or funds to receive contributions. The Trustee manages the Fixed Income Fund and Scout Prime.

(b) The custodian's compensation is paid by the Corporation.

(c) No bond was furnished or is required to be furnished by the Trustee.

Item 7. Reports to Participating Employees

Each participant receives a quarterly statement showing the amounts contributed by him/her to each of the funds during the calendar quarter and the market values of investments as of the end of each quarter. The statement also shows the Corporation's matching contributions allocated to the participant through the Employee Stock Ownership Plan, which are invested in VF Corporation Series B Preferred Stock (ESOP Preferred Stock), and the fair values based on the preferred stock's stated redemption price of $30.875 per share or 160% of the market value of the Corporation's Common Stock, whichever is greater.

Item 8. Investment of Funds

Each participant by calling the VF Savings Line directs the Plan Administrator to notify the Trustee to invest his/her own contributions in one or more of the following funds:

- - Money Market Fund

- - Fixed Income Fund

- - Balanced Fund

- - Equity Growth & Income Fund

- - Index 500 Fund

- - Small-Cap Value Fund

- - Small-Cap Growth Fund

- - Foreign Fund

- - VF Corporation Common Stock Fund (investing in common stock of the Corporation)

Brokerage commissions of $6,579, $4,233 and $3,878 for the years ended December 31, 1998, 1997 and 1996 were paid by the Trustee to acquire the Corporation's common stock for the Plan.

The Corporation's matching contributions go solely to the ESOP. These contributions are allocated to participants who receive full value in the form of ESOP Preferred Stock and are used by the ESOP to pay principal and debt service on a loan from the Corporation.

Item 9. Financial Statements and Exhibits

(a) Financial Statements Page No.

Schedules:

Schedules I, II and III have been omitted because the required information is included in the financial statements and the related notes.

(b) Exhibits - none

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the VF Corporation Pension Plan Committee has duly caused this annual report to be signed by the undersigned thereunto duly authorized.

VF Corporation Tax-Advantaged Savings Plan
for Salaried Employees

By: /s/ Louis J. Fecile

Louis J. Fecile
Vice President - Employee Benefits
VF Corporation

Date: March 22, 1999

Report of Independent Accountants

VF Corporation Pension Plan Committee
VF Corporation Tax-Advantaged Savings Plan
for Salaried Employees

We have audited the accompanying statements of net assets available for benefits of the VF Corporation Tax-Advantaged Savings Plan for Salaried Employees as of December 31, 1998 and December 31, 1997, and the related statements of changes in net assets available for benefits for the three years in the period ended December 31, 1998. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the VF Corporation Tax-Advantaged Savings Plan for Salaried Employees at December 31, 1998 and December 31, 1997, and the changes in its net assets available for benefits for the three years in the period ended December 31, 1998 in conformity with generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The fund information in the statements of net assets available for benefits and in the statements of changes in net assets available for benefits is presented for purposes of additional analysis rather than to present the net assets available for benefits and changes in net assets available for benefits of each fund. The fund information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PricewaterhouseCoopers LLP

Greensboro, North Carolina
March 22, 1999

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR SALARIED EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

COMBINED PLAN

<TABLE>
<CAPTION>

	December 31	
ASSETS	1998	1997
Investments, at fair value		
VF Corporation Common Stock - 713,263 shares in 1998 721,661 shares in 1997	$ 33,434,203	$ 33,557,236
VF Corporation ESOP Preferred Stock - 1,760,119 shares in 1998 1,824,820 shares in 1997	132,008,899	135,766,589
United States government obligations	23,642,357	17,022,422
Other securities	163,179,051	116,344,929
Total investments	352,264,510	302,691,176
Dividends and interest receivable	412,438	310,461
Loans receivable from participants	10,779,465	10,246,359
TOTAL ASSETS	363,456,413	313,247,996
LIABILITIES		
Employee Stock Ownership Plan obligation - payable to VF Corporation	29,023,961	35,916,035
TOTAL LIABILITIES	29,023,961	35,916,035
Net assets available for benefits	$334,432,452	$277,331,961

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR SALARIED EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

MONEY MARKET FUND AND FIXED INCOME FUND

<TABLE>
<CAPTION>

	Money Market Fund December 31		Fixed Income Fund December 31	
ASSETS	1998	1997	1998	1997
Investments, at fair value				
United States government obligations	$ 0	$ 0	$23,642,357	$17,022,422
Other securities	9,438,131	7,852,439	6,415,749	3,094,667
Total investments	9,438,131	7,852,439	30,058,106	20,117,089
Dividends and interest receivable				

	308	399	406,719	304,518
Net assets available for benefits	$ 9,438,439	$ 7,852,838	$30,464,825	$20,421,607

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR SALARIED EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

BALANCED FUND AND EQUITY GROWTH & INCOME FUND

<TABLE>
<CAPTION>

	Balanced Fund December 31		Equity Growth & Income Fund December 31	
	1998	1997	1998	1997
<S>	<C>	<C>	<C>	<C>
ASSETS				
Investments, at fair value				
Other securities	$14,338,975	$10,113,221	$73,875,395	$58,738,770
Total investments	14,338,975	10,113,221	73,875,395	58,738,770
Dividends and interest receivable	477	488	581	543
Net assets available for benefits	$14,339,452	$10,113,709	$73,875,976	$58,739,313

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR SALARIED EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

EQUITY GROWTH FUND

<TABLE>
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	Equity Growth Fund December 31	
	1998	1997
<S>	<C>	<C>
ASSETS		
Investments, at fair value		
Other securities	$ 0	$29,911,441
Total investments	0	29,911,441
Dividends and interest receivable	0	399
Net assets available for benefits	$ 0	$29,911,840

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR SALARIED EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

INDEX 500 FUND & SMALL-CAP VALUE FUND

<TABLE>
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<S>	Index 500 Fund December 31 * 1998 <C>	Small-Cap Value Fund December 31 * 1998 <C>
ASSETS		
Investments, at fair value		
Other securities	$41,723,865	$ 4,541,222
Total investments	41,723,865	4,541,222
Dividends and interest receivable	447	124
Net assets available for benefits	$41,724,312	$ 4,541,346

</TABLE>

* Funds were available beginning in 1998.

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR SALARIED EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

SMALL-CAP GROWTH FUND & FOREIGN FUND

<TABLE>
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<S>	Small-Cap Growth Fund December 31 * 1998 <C>	Foreign Fund December 31 1998 <C>	Foreign Fund December 31 1997 <C>
ASSETS			
Investments, at fair value			
Other securities	$7,453,501	$4,519,253	$6,260,312
Total investments	7,453,501	4,519,253	6,260,312
Dividends and interest receivable	256	126	348
Net assets available for benefits	$7,453,757	$4,519,379	$6,260,660

</TABLE>

* Fund was available beginning in 1998.

See notes to financial statements.

CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR SALARIED EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

VF CORPORATION COMMON STOCK FUND AND EMPLOYEE STOCK OWNERSHIP PLAN

<TABLE>
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<S>	VF Corporation Common Stock Fund December 31 1998 <C>	VF Corporation Common Stock Fund December 31 1997 <C>	Employee Stock Ownership Plan December 31 1998 <C>	Employee Stock Ownership Plan December 31 1997 <C>
ASSETS				
Investments, at fair value				
VF Corporation Common Stock				
713,263 shares in 1998				
721,661 shares in 1997	$ 33,434,203	$ 33,557,236	$ 0	$ 0

VF Corporation ESOP Preferred Stock 1,760,118 shares in 1998 1,824,820 shares in 1997	0	0	132,008,899	135,766,589
Other securities	375,351	223,111	497,609	150,968
Total investments	33,809,554	33,780,347	132,506,508	135,917,557
Dividends and interest receivable	1,088	1,282	2,312	2,484
TOTAL ASSETS	$ 33,810,642	$ 33,781,629	$132,508,820	$135,920,041
LIABILITIES				
Employee Stock Ownership Plan obligation - payable to VF Corporation	0	0	29,023,961	35,916,035
TOTAL LIABILITIES	0	0	29,023,961	35,916,035
Net assets available for benefits	$ 33,810,642	$ 33,781,629	$103,484,859	$100,004,006

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR SALARIED EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

LOAN FUND

<TABLE>
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	Loan Fund December 31	
	1998	1997
<S>	<C>	<C>
ASSETS		
Loans receivable from participants	$10,779,465	$10,246,359
Net assets available for benefits	$10,779,465	$10,246,359

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR SALARIED EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

COMBINED PLAN

<TABLE>
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	Year Ended December 31		
	1998	1997	1996
<S>	<C>	<C>	<C>
Investment income			
Dividends on VF Corporation Common Stock	$ 584,321	$ 525,813	$ 469,018
Dividends on ESOP Preferred Stock	3,717,516	3,847,891	3,971,574
Interest	1,772,472	1,232,836	1,234,816

Income from mutual funds and bank common trust funds	7,841,664	6,786,224	4,639,609
	13,915,973	12,392,764	10,315,017
Contributions			
Interest on loan repayments	800,338	710,447	637,885
Transfer from Bassett-Walker Thrift Plan	16,229,453	0	0
Participants	17,745,275	15,431,933	14,670,636
VF Corporation	6,412,929	5,665,204	5,527,985
	41,187,995	21,807,584	20,836,506
Withdrawals	(16,589,990)	(14,085,336)	(16,191,145)
Forfeitures that reduce VF Corporation contributions	(210,581)	(218,609)	(301,873)
Interest paid to VF Corporation on Employee Stock Ownership Plan obligation	(3,265,449)	(3,865,833)	(4,386,805)
Net realized and unrealized appreciation in fair value of investments	22,062,543	62,461,957	34,081,179
Net increase	57,100,491	78,492,527	44,352,879
Net assets available for benefits at beginning of year	277,331,961	198,839,434	154,486,555
Net assets available for benefits at end of year	$ 334,432,452	$ 277,331,961	$ 198,839,434

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR SALARIED EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

MONEY MARKET FUND

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	Year Ended December 31		
	1998	1997	1996
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Investment income			
Income from mutual funds and bank common trust funds	$ 442,381	$ 399,938	$ 313,675
	442,381	399,938	313,675
Contributions			
Participants	2,062,413	1,906,211	1,537,425
	2,062,413	1,906,211	1,537,425
Withdrawals	(931,050)	(653,789)	(991,225)
Forfeitures that reduce VF Corporation contributions	0	0	(9)
Fund transfers, net	11,857	(429,652)	(449,011)
Net increase	1,585,601	1,222,708	410,855
Net assets available for benefits			
Beginning of year, as reported	7,852,838	6,630,130	7,642,943
Reclassify loan balances to separate fund	0	0	(1,423,668)
Beginning of year, as adjusted	7,852,838	6,630,130	6,219,275
End of year	$ 9,438,439	$ 7,852,838	$ 6,630,130

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR SALARIED EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

FIXED INCOME FUND

<TABLE>

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	Year Ended December 31		
	1998	1997	1996
<S>	<C>	<C>	<C>
Investment income			
Interest	$ 1,772,472	$ 1,232,836	$ 1,234,816
Income from mutual funds and bank common trust funds	171,077	120,111	42,437
	1,943,549	1,352,947	1,277,253
Contributions			
Transfer from Bassett-Walker Thrift Plan	16,229,453	0	0
Participants	1,278,044	1,889,960	2,109,713
	17,507,497	1,889,960	2,109,713
Withdrawals	(2,950,225)	(1,785,929)	(2,565,214)
Forfeitures that reduce VF Corporation contributions	(1,892)	0	(11)
Net realized and unrealized appreciation depreciation) in fair value of investments	145,320	43,040	(109,871)
Fund transfers, net	(6,601,031)	(627,176)	30,008
Net increase	10,043,218	872,842	741,878
Net assets available for benefits			
Beginning of year, as reported	20,421,607	19,548,765	20,437,850
Reclassify loan balances to separate fund	0	0	(1,630,963)
Beginning of year, as adjusted	20,421,607	19,548,765	18,806,887
End of year	$ 30,464,825	$ 20,421,607	$ 19,548,765

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR SALARIED EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

BALANCED FUND

<TABLE>
<CAPTION>

	Year Ended December 31		
	1998	1997	1996
<S>	<C>	<C>	<C>
Investment income			
Income from mutual funds and bank common trust funds	$ 1,435,730	$ 784,198	$ 721,016
	1,435,730	784,198	721,016
Contributions			
Participants	1,295,944	918,520	703,667
	1,295,944	918,520	703,667
Withdrawals	(571,338)	(444,470)	(317,576)
Forfeitures that reduce VF Corporation contributions	(412)	0	(238)
Net realized and unrealized appreciation in fair value of investments	640,289	942,971	70,842
Fund transfers, net	1,425,480	866,323	1,936,006
Net increase	4,225,693	3,067,542	3,113,717
Net assets available for benefits			
Beginning of year, as reported	10,113,709	7,046,167	3,985,747
Reclassify loan balances to separate fund	0	0	(53,297)
Beginning of year, as adjusted	10,113,709	7,046,167	3,932,450
End of year	$ 14,339,402	$ 10,113,709	$ 7,046,167

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR SALARIED EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

EQUITY GROWTH & INCOME FUND

<TABLE>
<CAPTION>

	Year Ended December 31		
	1998	1997	1996
<S>	<C>	<C>	<C>
Investment income			
Income from mutual funds and bank common trust funds	$ 3,918,872	$ 2,717,905	$ 2,148,023
	3,918,872	2,717,905	2,148,023
Contributions			
Participants	4,944,213	4,556,161	4,131,053
	4,944,213	4,556,161	4,131,053
Withdrawals	(3,154,035)	(3,171,577)	(3,484,495)
Forfeitures that reduce VF Corporation contributions	(1,428)	0	(391)
Net realized and unrealized appreciation in fair value of investments	12,391,320	10,862,416	5,037,526
Fund transfers, net	(2,962,279)	(563,471)	1,525,815
Net increase	15,136,663	14,401,434	9,357,531
Net assets available for benefits			
Beginning of year, as reported	58,739,313	44,337,879	37,437,759
Reclassify loan balances to separate fund	0	0	(2,457,411)
Beginning of year, as adjusted	58,739,313	44,337,879	34,980,348
End of year	$ 73,875,976	$ 58,739,313	$ 44,337,879

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR SALARIED EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

EQUITY GROWTH FUND

<TABLE>
<CAPTION>

	Year Ended December 31		
	1998	1997	1996
<S>	<C>	<C>	<C>
Investment income			
Income from mutual funds and bank common trust funds	$ 0	$ 1,952,775	$ 1,130,443
	0	1,952,775	1,130,443
Contributions			
Participants	0	2,779,070	3,389,402
	0	2,779,070	3,389,402
Withdrawals	0	(1,866,067)	(2,420,165)
Forfeitures that reduce VF Corporation contributions	0	0	(236)
Net realized and unrealized appreciation in fair value of investments	84,658	4,282,170	1,604,220
Fund transfers, net	(29,996,498)	(1,400,069)	(4,267,963)
Net increase (decrease)	(29,911,840)	5,747,879	(564,299)
Net assets available for benefits			
Beginning of year, as reported	29,911,840	24,163,961	25,722,536
Reclassify loan balances to separate fund	0	0	(994,276)
Beginning of year, as adjusted	29,911,840	24,163,961	24,728,260

End of year	$ 0	$ 29,911,840	$ 24,163,961
	============	============	============

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR SALARIED EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

INDEX 500 FUND

<TABLE>
<CAPTION>

	Year Ended December 31
	1998
<S>	<C>
Investment income	
Income from mutual funds and bank common trust funds	$ 827,641
	827,641
Contributions	
Participants	3,309,968
	3,309,968
Withdrawals	(1,734,522)
Forfeitures that reduce VF Corporation contributions	(547)
Net realized and unrealized appreciation in fair value of investments	7,901,759
Fund transfers, net	31,420,013
Net increase	41,724,312
Net assets available for benefits	
Beginning of year	0
End of year	$ 41,724,312
	============

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR SALARIED EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS WITH FUND INFORMATION (CONTINUED)

SMALL-CAP VALUE FUND

<TABLE>
<CAPTION>

	Year Ended December 31
	1998
<S>	<C>
Investment income	
Income from mutual funds and bank common trust funds	$ 528,244
	528,244
Contributions	
Participants	491,164
	491,164
Withdrawals	(81,449)
Forfeitures that reduce VF Corporation contributions	(550)
Net realized and unrealized (depreciation)	

in fair value of investments	(103,408)
Fund transfers, net	3,707,345
Net increase	4,541,346
Net assets available for benefits	
Beginning of year	0
End of year	$ 4,541,346

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR SALARIED EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS WITH
FUND INFORMATION
(CONTINUED)

SMALL-CAP GROWTH FUND

	Year Ended December 31
	1998
Investment income	
Income from mutual funds and bank common trust funds	$ 10,571
	10,571
Contributions	
Participants	813,829
	813,829
Withdrawals	(137,185)
Forfeitures that reduce VF Corporation contributions	(542)
Net realized and unrealized appreciation in fair value of investments	252,409
Fund transfers, net	6,514,675
Net increase	7,453,757
Net assets available for benefits	
Beginning of year	0
End of year	$ 7,453,757

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR SALARIED EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

FOREIGN FUND

	Year Ended December 31		
	1998	1997	1996
Investment income			
Income from mutual funds and bank common trust funds	$ 469,011	$ 748,260	$ 257,147
	469,011	748,260	257,147
Contributions			
Participants	597,954	788,136	504,049
	597,954	788,136	504,049
Withdrawals	(192,655)	(327,669)	(217,661)
Forfeitures that reduce			

VF Corporation contributions	(320)	0	(234)
Net realized and unrealized appreciation (depreciation) in fair value of investments	(730,120)	(347,015)	428,766
Fund transfers, net	(1,885,151)	69,459	1,987,203
Net increase (decrease)	(1,741,281)	931,171	2,959,270
Net assets available for benefits			
Beginning of year, as reported	6,260,660	5,329,489	2,335,647
Reclassify loan balances to separate fund	0	0	34,572
Beginning of year, as adjusted	6,260,660	5,329,489	2,370,219
End of year	$ 4,519,379	$ 6,260,660	$ 5,329,489

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR SALARIED EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

VF CORPORATION COMMON STOCK FUND

<TABLE>
<CAPTION>

	Year Ended December 31		
	1998	1997	1996
<S>	<C>	<C>	<C>
Investment income			
Dividends on VF Corporation Common Stock	$ 584,321	$ 525,813	$ 469,018
Income from mutual funds and bank common trust funds	11,366	37,029	5,963
	595,687	562,842	474,981
Contributions			
Participants	2,951,696	2,593,875	2,295,327
	2,951,696	2,593,875	2,295,327
Withdrawals	(1,768,755)	(1,674,899)	(1,888,739)
Forfeitures that reduce VF Corporation contributions	(2,363)	0	(143)
Net realized and unrealized appreciation in fair value of investments	358,149	8,601,707	4,701,766
Fund transfers, net	(2,105,401)	1,410,680	(1,573,213)
Net increase	29,013	11,494,205	4,009,979
Net assets available for benefits			
Beginning of year, as reported	33,781,629	22,287,424	20,458,033
Reclassify loan balances to separate fund	0	0	(2,180,588)
Beginning of year, as adjusted	33,781,629	22,287,424	18,277,445
End of year	$ 33,810,642	$ 33,781,629	$ 22,287,424

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR SALARIED EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

EMPLOYEE STOCK OWNERSHIP PLAN

<TABLE>
<CAPTION>

	Year Ended December 31		
	1998	1997	1996
<S>	<C>	<C>	<C>
Investment income			

Dividends on ESOP Preferred Stock	$ 3,717,516	$ 3,847,891	$ 3,971,574
Income from mutual funds and bank common trust funds	26,771	26,008	20,905
	3,744,287	3,868,944	3,992,479
Contributions			
VF Corporation	6,412,929	5,665,204	5,527,985
	6,412,929	5,665,204	5,527,985
Withdrawals	(4,330,554)	(3,648,224)	(3,526,117)
Forfeitures that reduce VF Corporation contributions	(202,527)	(218,609)	(300,611)
Interest paid to VF Corporation on Employee Stock Ownership Plan obligation	(3,265,449)	(3,865,833)	(4,386,805)
Net realized and unrealized appreciation in fair value of investments	1,122,167	38,076,668	22,347,930
Net increase	3,480,853	39,883,105	23,654,861
Net assets available for benefits			
Beginning of year	100,004,006	60,120,901	36,466,040
End of year	$ 103,484,859	$ 100,004,006	$ 60,120,901

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR SALARIED EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

LOAN FUND

<TABLE>
<CAPTION>

	Year Ended December 31		
	1998	1997	1996
<S>	<C>	<C>	<C>
Contributions			
Interest on loan repayments	$ 800,338	$ 710,447	$ 637,885
	800,338	710,447	637,885
Withdrawals	(738,222)	(512,712)	(779,953)
Fund transfers, net	470,990	673,906	811,155
Net increase	533,106	871,641	669,087
Net assets available for benefits			
Beginning of year, as reported	10,246,359	9,374,718	0
Reclassify loan balances to separate fund	0	0	8,705,631
Beginning of year, as adjusted	10,246,359	9,374,718	8,705,631
End of year	$ 10,779,465	$ 10,246,359	$ 9,374,718

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

NOTE A -- DESCRIPTION OF THE PLAN

VF Corporation (the Corporation) sponsors the VF Corporation Tax-Advantaged Savings Plan for Salaried Employees (the Plan), which is a cash or deferred plan under Section 401(k) of the Internal Revenue Code. Under the Plan, certain salaried employees of specified subsidiaries, having at least one year of credited service, may elect to contribute between 2% and 10% of their compensation to the Plan. The Corporation matches employee contributions by 50% for up to 6% of compensation contributed by the employee. Employees remain fully vested in their contributions to the Plan. The Corporation's matching contributions are vested monthly on a pro rata basis, with full vesting after five years of service or upon normal, disability or death.

The Plan includes an Employee Stock Ownership Plan (ESOP). In 1990, the ESOP purchased 2,105,263 shares of VF Corporation 6.75% Series B ESOP Convertible Preferred Stock (ESOP Preferred Stock) for $65.0 million. Each share of ESOP Preferred Stock, which has a redemption value of $30.875 plus cumulative accrued dividends, is convertible into 1.6 shares of VF Corporation Common Stock and is entitled to two votes. The trustee for the ESOP may convert the ESOP Preferred Stock to Common Stock at any time or may cause the Corporation to redeem the ESOP Preferred Stock under certain circumstances. The ESOP Preferred Stock also has preference in liquidation over all other stock issues. The Corporation's matching contributions, all of which go into the ESOP, are allocated to employees in shares of ESOP Preferred Stock. Of the shares of ESOP Preferred Stock owned by the ESOP, 1,099,474 shares in 1998 and 973,860 shares in 1997 have been allocated to employees.

The ESOP's purchase of the ESOP Preferred Stock was funded by a loan of $65.0 million from the Corporation that bears interest at 9.8%. The loan will be repaid in increasing installments through 2002 from future minimum Corporation matching contributions to the ESOP and dividends on the ESOP Preferred Stock. The Corporation's minimum required matching contributions and dividends are $9.1 million in 1999 and increases each year to $9.6 million over the following three years.

Employee contributions are invested at the direction of the employee in one or more of the funds administered by the Plan's trustee. The trustee also manages the Fixed Income Fund and Scout Prime Fund. The investment programs of the Plan are as follows:

(a) Money Market Fund: Monies are invested in a money market fund.

(b) Fixed Income Fund: Monies are invested in investments that provide a fixed rate of return.

(c) Balanced Fund: Monies are invested in investments to obtain as much income as possible, consistent with the preservation and conservation of capital.

(d) Equity Growth & Income Fund: Monies are invested in investments that are currently paying dividends and/or offer prospects for growth of capital and future income, with emphasis on capital appreciation.

(e) Index 500 Fund: Monies are invested in the 500 stocks that make up the S&P 500 Stock Price Index.

(f) Small-Cap Value Fund: monies are invested in U.S. common stocks of small companies whose price is undervalued.

(g) Small-Cap Growth Fund: monies invested in small and medium size companies with undervalued assets or favorable growth prospects.

NOTE A -- DESCRIPTION OF THE PLAN (Continued)

(h) Foreign Fund: Monies are invested in stocks and debt obligations of companies and governments outside the United States.

(i) VF Corporation Common Stock Fund: Monies are invested in Common Stock of the Corporation purchased at prevailing prices on the New York Stock Exchange on the date of purchase. Employees can direct no more than 50% of their contributions to the VF Corporation Common Stock Fund.

Individual accounts are maintained for each participant; each account includes the individual's contributions, Corporation matching contributions and investment funds' earnings. Accounts become payable upon retirement, disability, death or termination of employment. Participants may also withdraw all or a portion of their accounts by filing a written request that demonstrates financial hardship. Participants may elect to receive distributions in a lump sum or in an annuity, or accounts may be rolled over into another IRS-approved tax deferral vehicle. Forfeitures are used to reduce VF Corporation's obligation to pay plan expenses.

The transfer of applicable participant balances from the Bassett-Walker Thrift Plan, which was terminated effective April 1, 1998, has been disclosed separately in the Statements of Changes in Net Assets Available for Benefits.

Participants may borrow from their individual account. Participants are charged interest at the Morgan Guaranty "Published" prime rate at the time of the loan and repay the principal within 60 months, or 120 months if the loan is for the purchase of their primary residence. Participants may borrow up to 100% of their account balance in the Money Market Fund and 75% of their account balance of remaining funds, not to exceed 50% of the participant's total vested account balance, but may not borrow from the Corporation matching portion. Payment in full is required at termination of employment. There were 1,676 loans outstanding at December 31, 1998.

Although it has no intent to do so, the Corporation may terminate the Plan in whole or in part at any time. In the event of termination, participants become fully vested in their accounts.

The number of participants in each fund was as follows:

	Year Ended December 31		
	1998	1997	1996
Money Market Fund	3,232	2,949	2,862
Fixed Income Fund	3,516	3,393	3,731
Balanced Fund	2,035	1,687	1,393
Equity Growth & Income Fund	5,712	5,446	5,420
Index 500 Fund	4,369	-	-
Small-Cap Value Fund	921	-	-
Small-Cap Growth Fund	1,245	-	-
Foreign Fund	1,281	1,308	1,032
VF Corporation Common Stock Fund	4,598	4,377	4,146
Employee Stock Ownership Plan	7,557	7,075	7,077

The total number of participants in the Plan was less than the sum of participants shown above because many were participating in more than one fund.

NOTE B -- SIGNIFICANT ACCOUNTING POLICIES

Investments are stated at fair value. Securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the plan year. The ESOP Preferred Stock is stated at fair value, based on the greater of 160% of the fair value of the Corporation's Common Stock or the preferred stock's stated redemption price of $30.875 per share. For commercial notes and United States government obligations, the Plan trustee has established a fair value based on yields currently available on comparable instruments. The fair value of the participation units owned by the Plan in mutual funds and bank common trust funds is based on quoted redemption values on the last business day of the Plan year.

The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments, which consists of the realized gains or losses and unrealized appreciation or depreciation on those investments. Realized gains or losses are calculated on an average cost basis.

Administrative expenses consisting primarily of fees for legal, accounting and other services are paid by the Corporation in accordance with the Plan Agreement and are based on customary and reasonable rates for such services.

Payment of Benefits: Benefits are recorded when paid.

Use of Estimates: In preparing financial statements in accordance with generally accepted accounting principles, management makes estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates.

NOTE C -- INCOME TAX STATUS

The Internal Revenue Service has issued a Favorable Determination Letter dated January 16, 1996 stating that the Plan qualifies under the appropriate sections of the Internal Revenue Code (IRC) and is, therefore, not subject to tax under present income tax law. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Pension Plan Committee is not aware of any action or series of events that have occurred that might adversely affect the Plan's qualified status. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and is currently being operated in compliance with the applicable requirements of the IRC.

NOTE D -- INVESTMENTS
Net unrealized appreciation (depreciation) in fair value of investments included in Plan equity includes the following:

<TABLE>
<CAPTION>

<S>	Net Unrealized Appreciation (Depreciation) in Fair Value for the Year Ended December 31			Fair Value at December 31
	1998 <C>	1997 <C>	1996 <C>	1998 <C>
Fair value as determined by quoted market or stated redemption price:				
VF Corporation Common Stock	$(1,058,268)	$ 8,278,471	$ 4,168,463	$33,434,203
ESOP Preferred Stock	1,056,071	37,226,323	22,201,877	132,008,899
Mutual funds and bank common trust funds	11,120,459	14,189,381	6,121,697	155,111,146
	11,118,262	59,694,175	32,492,037	320,554,248
Fair value as determined by Plan trustee:				
United States government obligations	0	0	0	23,642,357
Commercial notes	139,216	41,354	(109,067)	852,848
Mutual funds and bank common trust funds	0	0	0	7,215,057
	139,216	41,354	(109,067)	31,710,262
	$11,257,478	$59,735,529	$32,382,970	$352,264,510

</TABLE>

<TABLE>
<CAPTION>

<S>	Fair Value at December 31	
	1997 <C>	1996 <C>
Fair value as determined by quoted market or stated redemption price:		
VF Corporation Common Stock	$33,557,236	$ 22,046,715
ESOP Preferred Stock	135,766,589	101,601,810
Mutual funds and bank common trust funds	112,283,636	86,921,008
	281,607,461	210,569,533
Fair value as determined by Plan trustee:		
United States government obligations	17,022,422	16,991,039
Commercial notes	501,345	812,427
Mutual funds and		

bank common trust funds	3,559,948	2,343,181
	21,083,715	20,146,647
	$302,691,176	$230,716,180

</TABLE>

Unrealized appreciation in fair value of investments at December 31, 1998, 1997 and 1996 was $137,486,617, $129,045,244 and $70,620,796, respectively.

NOTE D -- INVESTMENTS (Continued)

Net realized appreciation (depreciation) in fair value of investments includes the following:

<TABLE>
<CAPTION>

	Year Ended December 31		
	1998	1997	1996
<S>	<C>	<C>	<C>
Aggregate proceeds	$160,165,097	$ 62,783,730	$ 62,417,958
Aggregate cost	149,360,032	60,507,302	60,719,749
Net realized gain	$ 10,805,065	$ 2,726,428	$ 1,698,209

</TABLE>

Of the net realized gain, $1,482,513, $1,173,581 and $679,356 related to gains recognized on the sale of VF Common Stock and the redemption of VF Preferred Stock for the years ended 1998, 1997 and 1996, respectively.

The fair value of individual investments that represent 5% or more of the Plan's net assets at December 31, 1998 and 1997 are as follows:

<TABLE>
<CAPTION>

	1998	1997
<S>	<C>	<C>
ESOP Preferred Stock	$132,008,899	$135,766,589
Fidelity Growth & Income Fund	73,627,154	58,657,037
Fidelity Magellan Fund	0	29,871,782
VF Corporation Common Stock	33,434,203	33,557,236
Vanguard Institutional Index Fund	41,538,627	0

</TABLE>

NOTE D -- INVESTMENTS (Continued)

Investments held at December 31, 1998:

<TABLE>
<CAPTION>

Name of Issuer and Title of Issue	NUMBER OF SHARES OR PRINCIPAL AMOUNT	FAIR VALUE	COST
<S>	<C>	<C>	<C>
Securities of participating employer:			
VF Corporation Common Stock	713,263	$ 33,434,203	$ 16,524,159
VF Corporation 6.75% Series B ESOP Convertible Preferred Stock	1,760,119	132,008,899	54,343,663
		165,443,102	70,867,822

United States Government Obligations:			
Small Business Administration Loans: (Rates of 5.15% to 8.83%, maturities of 02/12/99 to 08/11/18)		22,028,739	21,880,587
F.M.H.A. loans (Rates of 6.475% to 7.825% maturities 01/01/01 02/20/14)		1,613,618	1,613,618
		23,642,357	23,494,205
Other Securities:			
Mutual funds and bank common trust funds:			
Vanguard Money Market Fund	9,315,347	9,315,347	9,315,347
Fidelity Puritan Fund	710,609	14,261,917	12,676,893
Fidelity Growth & Income Fund	1,606,177	73,627,154	39,862,744
Vanguard Institutional Index Fund	368,087	41,538,627	33,684,663
Longleaf Partners Small Cap Fund	205,087	4,501,670	4,613,388
Baron Asset Fund	146,332	7,395,623	6,999,025
Templeton Foreign Fund	532,873	4,470,808	5,216,293
UMB Bank Fund: Scout Prime - R	7,215,057	7,215,057	7,215,057
Oglebay Norton Company (Due 06/15/01)	$ 500,000	495,900	495,900
Private Export Funding Corp. (Due 04/30/04)	$ 137,500	149,696	134,556
Smith Enron Cogeneration LP (Due 12/15/06)	$ 202,000	207,252	202,000
		$352,264,510	$214,777,893

</TABLE>

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS (Continued)

NOTE E -- RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500:

<TABLE>
<CAPTION>

<S>	1998	1997
Net assets available for benefits per the financial statements	$334,432,452	277,331,961
Amounts allocated to withdrawing participants	3,538,200	1,567,639
Net assets available for benefits per Form 5500	$330,894,252	$275,764,322

</TABLE>

The following is a reconciliation of withdrawals paid to participants per the financial statements to Form 5500:

<TABLE>
<CAPTION>

<S>	1998
Withdrawals paid to participants and forfeitures per the financial statements	$16,800,571
Add amounts allocated to withdrawing participants at December 31, 1998	3,538,200
Less amounts allocated to withdrawing participants at December 31, 1997	(1,567,639)
Withdrawals paid to participants and forfeitures per Form 5500	$18,771,132

</TABLE>

Amounts allocated to withdrawing participants are recorded on Form 5500 as withdrawal claims that have been processed and approved for payment prior to December 31 but not yet paid as of that date.

Exhibit 99b

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K

ANNUAL REPORT

ANNUAL REPORT PURSUANT TO SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the period ended DECEMBER 31, 1998

Commission file number:

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR HOURLY EMPLOYEES
(Full title of plan)

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

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

Item 1. Changes in the Plan

Effective April 1, 1998 the VF Corporation Tax-Advantaged Savings Plan for Hourly Employees was made available to hourly employees of VF Corporation (the Corporation).

Item 2. Changes in Investment Policy

N/A

Item 3. Contributions Under the Plan

N/A

Item 4. Participating Employees

There were approximately 7,841 enrolled participants in the Plan as of December 31, 1998, out of approximately 27,257 eligible employees.

Item 5. Administration of the Plan

(a) The Plan provides that a Committee of three persons be appointed to administer the Plan. The Committee, the VF Corporation Pension Plan Committee, is comprised of the following officers of the Corporation: Candace Cummings, Vice President - Administration, General Counsel & Secretary; Frank C. Pickard III, Vice President - Treasurer; and Louis J. Fecile, Vice President - Employee Benefits. All committee persons are located at the Corporation's headquarters: 628 Green Valley Road, Suite 500, Greensboro, NC 27408. Each of these individuals is an employee of the Corporation. The Committee has the power to adopt rules and regulations for carrying out and administering the Plan and has the full authority and power to construe, interpret and administer the Plan. Committee members receive no compensation from the Plan.

(b) All expenses of administration of the Plan, including Trustee fees, are paid by the Corporation.

Item 6. Custodian of Investments

(a) The Corporation has entered into a Trust Agreement under which UMB Bank, n.a., 10th and Grand, P.O. Box 419692, Kansas City, MO 64141-6692, has been appointed as Trustee under the Plan. Under the terms of the Trustee Agreement, UMB Bank, n.a. holds and invests all assets of the Plan, subject to the direction of each of the participants of the Plan regarding the investment fund or funds to receive contributions. The Trustee manages the Fixed Income Fund and Scout Prime.

(b) The custodian's compensation is paid by the Corporation.

(c) No bond was furnished or is required to be furnished by the Trustee.

Item 7. Reports to Participating Employees

Each participant receives a quarterly statement showing the amounts contributed by him/her to each of the funds during the calendar quarter and the market values of investments as of the end of each quarter.

Item 8. Investment of Funds

Each participant by completing a written investment change form directs the Plan Administrator to notify the Trustee to invest his/her own contributions in one or more of the following funds:

- Money Market Fund
- Fixed Income Fund
- Balanced Fund
- Equity Growth & Income Fund
- Index 500 Fund
- Small-Cap Value Fund
- Small-Cap Growth Fund
- Foreign Fund
- VF Corporation Common Stock Fund (investing in common stock of the Corporation)

Brokerage commissions of $3,214 for the year ended December 31, 1998 were paid by the Trustee to acquire the Corporation's common stock for the Plan.

Item 9. Financial Statements and Exhibits

(a) Financial Statements Page No.

<TABLE>

</TABLE>

Schedules:
Schedules I, II and III have been omitted because the required information is included in the financial statements and the related notes.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the VF Corporation Pension Plan Committee has duly caused this annual report to be signed by the undersigned thereunto duly authorized.

VF Corporation Tax-Advantaged Savings Plan
for Hourly Employees

By: /s/ Louis J. Fecile

Louis J. Fecile
Vice President - Employee Benefits
VF Corporation

Date: March 22, 1999

Report of Independent Accountants

VF Corporation Pension Plan Committee
VF Corporation Tax-Advantaged Savings Plan
for Hourly Employees

We have audited the accompanying statements of net assets available for benefits of the VF Corporation Tax-Advantaged Savings Plan for Hourly Employees as of December 31, 1998 and the related statements of changes in net assets available for benefits for the period April 1, 1998 (date of inception) to December 31, 1998. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the VF Corporation Tax-Advantaged Savings Plan for Hourly Employees at December 31, 1998 and the changes in its net assets available for benefits for the period April 1, 1998 to December 31, 1998 in conformity with generally accepted accounting principles.

Our audit was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The fund information in the statements of net assets available for benefits and in the statements of changes in net assets available for benefits is presented for purposes of additional analysis rather than to present the net assets available for benefits and changes in net assets available for benefits of each fund. The fund information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PricewaterhouseCoopers LLP

Greensboro, North Carolina
March 22, 1999

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR HOURLY EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

COMBINED PLAN

<TABLE>
<CAPTION>

ASSETS	December 31 1998
<S>	<C>
Investments, at fair value	
VF Corporation Common Stock - 22,050 shares in 1998	$ 1,033,594
United States government obligations	9,210,864

Other securities	11,109,445
Total investments	21,353,903
Dividends and interest receivable	197,459
Loans receivable from participants	161,037
Net assets available for benefits	$21,712,399

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR HOURLY EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

MONEY MARKET FUND AND FIXED INCOME FUND

<TABLE>
<CAPTION>

	Money Market Fund December 31	Fixed Income Fund December 31
ASSETS	1998	1998
<S>	<C>	<C>
Investments, at fair value		
United States government obligations	$ 0	$ 9,210,864
Other securities	730,666	5,284,057
Total investments	730,666	14,494,921
Dividends and interest receivable	156	196,346
Net assets available for benefits	$ 730,822	$14,691,267

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR HOURLY EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

BALANCED FUND AND EQUITY GROWTH & INCOME FUND

<TABLE>
<CAPTION>

	Balanced Fund December 31	Equity Growth & Income Fund December 31
	1998	1998
<S>	<C>	<C>
ASSETS		
Investments, at fair value		
Other securities	$ 783,128	$1,555,994
Total investments	783,128	1,555,994
Dividends and interest receivable	105	141
Net assets available for benefits	$ 783,233	$1,556,135

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR HOURLY EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

INDEX 500 FUND & SMALL-CAP VALUE FUND

<TABLE>
<CAPTION>

	Index 500 Fund December 31	Small-Cap Value Fund December 31
	1998	1998
<S>	<C>	<C>
ASSETS		
Investments, at fair value		
Other securities	$1,457,725	$ 358,131
Total investments	1,457,725	358,131
Dividends and interest receivable	165	86
Net assets available for benefits	$1,457,890	$ 358,217

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR HOURLY EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

SMALL-CAP GROWTH FUND & FOREIGN FUND

<TABLE>
<CAPTION>

	Small-Cap Growth Fund December 31	Foreign Fund December 31
	1998	1998
<S>	<C>	<C>
ASSETS		
Investments, at fair value		
Other securities	$709,667	$191,949
Total investments	709,667	191,949
Dividends and interest receivable	86	78
Net assets available for benefits	$709,753	$192,027

</TABLE>

See notes to financial statements.

CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR HOURLY EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

VF CORPORATION COMMON STOCK FUND AND LOAN FUND

<TABLE>
<CAPTION>

	VF Corporation Common Stock Fund December 31	Loan Fund December 31
	1998	1998
<S>	<C>	<C>
ASSETS		
Investments, at fair value		
VF Corporation Common Stock 22,050 shares in 1998	$1,033,594	$ 0
Other securities	38,128	161,037
Total investments	1,071,722	161,037
Dividends and interest receivable	296	0
Net assets available for benefits	$1,072,018	$ 161,037

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR HOURLY EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

COMBINED PLAN

<TABLE>
<CAPTION>

	Period Ended December 31 1998
<S>	<C>
Investment income	
Dividends on VF Corporation Common Stock	$ 10,317
Interest	1,092,869
Income from mutual funds and bank common trust funds	326,047
	1,429,233
Contributions	
Interest on Loan Repayments	5,739
Transfer from Bassett-Walker Thrift Plan	22,087,806
Participants	4,066,432
	26,159,977
Withdrawals	(6,498,737)
Net realized and unrealized appreciation in fair value of investments	621,926
Net increase	21,712,399
Net assets available for benefits	
Beginning of period	0
End of period	$ 21,712,399

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR HOURLY EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

MONEY MARKET FUND

<TABLE>
<CAPTION>

	Period Ended December 31 1998
<S>	<C>
Investment income	
Income from mutual funds and bank common trust funds	$ 15,386
	15,386
Contributions	
Transfer from Bassett-Walker Thrift Plan	92,203
Participants	617,671
	709,874
Withdrawals	(25,714)
Fund transfers, net	31,276
Net increase	730,822

Net assets available for benefits	
Beginning of period	0
End of period	$ 730,822

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR HOURLY EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

FIXED INCOME FUND

<TABLE>
<CAPTION>

<S>	Period Ended December 31 1998 <C>
Investment income	
Interest	$ 1,092,869
Income from mutual funds and bank common trust funds	116,408
	1,209,277
Contributions	
Transfer from Bassett-Walker Thrift Plan	20,751,788
Participants	776,049
	21,527,837
Withdrawals	(6,188,012)
Net realized and unrealized appreciation in fair value of investments	99,186
Fund transfers, net	(1,957,021)
Net increase	14,691,267
Net assets available for benefits	
Beginning of period	0
End of period	$ 14,691,267

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR HOURLY EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

BALANCED FUND

<TABLE>
<CAPTION>

<S>	Period Ended December 31 1998 <C>
Investment income	
Income from mutual funds and bank common trust funds	$ 49,644
	49,644
Contributions	
Transfer from Bassett-Walker Thrift Plan	218,073
Participants	290,661

	508,734
Withdrawals	(35,269)
Net realized and unrealized appreciation in fair value of investments	40,723
Fund transfers, net	219,401
Net increase	783,233
Net assets available for benefits	
Beginning of period	0
End of period	$ 783,233

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR HOURLY EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

EQUITY GROWTH & INCOME FUND

<TABLE>
<CAPTION>

<S>	Period Ended December 31 1998 <C>
Investment income	
Income from mutual funds and bank common trust funds	$ 61,098
	61,098
Contributions	
Transfer from Bassett-Walker Thrift Plan	308,656
Participants	597,429
	906,085
Withdrawals	(80,506)
Net realized and unrealized appreciation in fair value of investments	216,328
Fund transfers, net	453,130
Net increase	1,556,135
Net assets available for benefits	
Beginning of period	0
End of period	$ 1,556,135

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR HOURLY EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

INDEX 500 FUND

<TABLE>
<CAPTION>

<S>	Period Ended December 31 1998 <C>
Investment income	
Income from mutual funds and	

bank common trust funds	$ 23,904
	23,904
Contributions	
Transfer from Bassett-Walker Thrift Plan	321,675
Participants	480,895
	802,570
Withdrawals	(84,976)
Net realized and unrealized appreciation in fair value of investments	235,287
Fund transfers, net	481,105
Net increase	1,457,890
Net assets available for benefits	
Beginning of period	0
End of period	$ 1,457,890

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR HOURLY EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

SMALL-CAP VALUE FUND

<TABLE>
<CAPTION>

<S>	Period Ended December 31 1998 <C>
Investment income	
Income from mutual funds and bank common trust funds	$ 38,113
	38,113
Contributions	
Transfer from Bassett-Walker Thrift Plan	73,684
Participants	169,471
	243,155
Withdrawals	(17,517)
Net realized and unrealized (depreciation) in fair value of investments	(7,252)
Fund transfers, net	101,718
Net increase	358,217
Net assets available for benefits	
Beginning of period	0
End of period	$ 358,217

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR HOURLY EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

SMALL-CAP GROWTH FUND

<TABLE>
<CAPTION>

Period Ended

	December 31 1998
<S>	<C>
Investment income	
Income from mutual funds and bank common trust funds	$ 1,896
	1,896
Contributions	
Transfer from Bassett-Walker Thrift Plan	147,723
Participants	316,181
	463,904
Withdrawals	(29,781)
Net realized and unrealized appreciation in fair value of investments	67,099
Fund transfers, net	206,635
Net increase	709,753
Net assets available for benefits	
Beginning of period	0
End of period	$ 709,753

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR HOURLY EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

FOREIGN FUND

<TABLE>
<CAPTION>

	Period Ended December 31 1998
<S>	<C>
Investment income	
Income from mutual funds and bank common trust funds	$ 15,262
	15,262
Contributions	
Transfer from Bassett-Walker Thrift Plan	40,482
Participants	118,954
	159,436
Withdrawals	(8,997)
Net realized and unrealized (depreciation) in fair value of investments	(38,193)
Fund transfers, net	64,519
Net increase	192,027
Net assets available for benefits	
Beginning of period	0
End of period	$ 192,027

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR HOURLY EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

VF CORPORATION COMMON STOCK FUND

<TABLE>
<CAPTION>

	Period Ended December 31 1998
Investment income	
Dividends on VF Corporation Common Stock	$ 10,317
Income from mutual funds and bank common trust funds	4,336
	14,653
Contributions	
Transfer from Bassett-Walker Thrift Plan	133,522
Participants	699,121
	832,643
Withdrawals	(27,108)
Net realized and unrealized appreciation in fair value of investments	8,748
Fund transfers, net	243,082
Net increase	1,072,018
Net assets available for benefits	
Beginning of period	0
End of period	$ 1,072,018

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR HOURLY EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

LOAN FUND

<TABLE>
<CAPTION>

	Period Ended December 31 1998
Contributions	
Interest on loan repayments	$ 5,739
	5,739
Withdrawals	(857)
Fund transfers, net	156,155
Net increase	161,037
Net assets available for benefits	
Beginning of period	0
End of period	$ 161,037

</TABLE>

See notes to financial statements.

VF CORPORATION TAX-ADVANTAGED SAVINGS PLAN FOR HOURLY EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

NOTE A -- DESCRIPTION OF THE PLAN

Effective April 1, 1998, VF Corporation (the Corporation) adopted the VF Corporation Tax-Advantaged Savings Plan for Hourly Employees (the Plan), which is a cash or deferred plan under Section 401(k) of the Internal Revenue Code. Under the Plan, certain hourly employees of specified subsidiaries, having at least one year of credited service, may elect to contribute between 2% and 10% of their compensation to the Plan. Employees remain fully vested in their contributions to the Plan. All references herein to the period ended December 31, 1998 relate to the period April 1, 1998 through December 31, 1998.

Employee contributions are invested at the direction of the employee in one or more of the funds administered by the Plan's trustee. The trustee also manages the Fixed Income Fund and Scout Prime Fund. The investment programs of the Plan are as follows:

(a) Money Market Fund: Monies are invested in a money market fund.

(b) Fixed Income Fund: Monies are invested in investments that provide a fixed rate of return.

(c) Balanced Fund: Monies are invested in investments to obtain as much income as possible, consistent with the preservation and conservation of capital.

(d) Equity Growth & Income Fund: Monies are invested in investments that are currently paying dividends and/or offer prospects for growth of capital and future income, with emphasis on capital appreciation.

(e) Index 500 Fund: Monies are invested in the 500 stocks that make up the S&P 500 Stock Price Index.

(f) Small-Cap Value Fund: Monies are invested in U.S. common stocks of small companies whose price is under valued.

(g) Small-Cap Growth Fund: Monies invested in small and medium size companies with under valued assets or favorable growth prospects.

(h) Foreign Fund: Monies are invested in stocks and debt obligations of companies and governments outside the United States.

(i) VF Corporation Common Stock Fund: Monies are invested in Common Stock of the Corporation purchased at prevailing prices on the New York Stock Exchange on the date of purchase. Employees can direct no more than 50% of their contributions to the VF Corporation Common Stock Fund.

Individual accounts are maintained for each participant; each account includes the individual's contributions and investment funds' earnings. Accounts become payable upon retirement, disability, death or termination of employment. Participants may also withdraw all or a portion of their accounts by filing a written request that demonstrates financial hardship. Participants may elect to receive distributions in a lump sum, or accounts may be rolled over into another IRS-approved tax deferral vehicle.

The transfer of applicable participant balances from the Bassett-Walker Thrift Plan, which was terminated effective April 1, 1998, has been disclosed separately in the Statements of Changes in Net Assets Available for Benefits.

Participants may borrow from their individual account. Participants are charged interest at the Morgan Guaranty "Published" prime rate at the time of the loan and repay the principal within 60 months, or 120 months if the loan is for the purchase of their

primary residence. Participants may borrow up to 100% of their account balance in the Money Market Fund and 75% of their account balance of remaining funds, not to exceed 50% of the participant's total vested account balance. Payment in full is required at termination of employment. There were 49 loans outstanding at December 31, 1998.

Although it has no intent to do so, the Corporation may terminate the Plan in whole or in part at any time.

The number of participants in each fund was as follows:

<TABLE>
<CAPTION>

	Period Ended December 31
	1998
<S>	<C>
Money Market Fund	2,812
Fixed Income Fund	4,333
Balanced Fund	2,168
Equity Growth & Income Fund	3,482
Index 500 Fund	2,978
Small-Cap Value Fund	1,541
Small-Cap Growth Fund	2,225
Foreign Fund	1,115
VF Corporation Common Stock Fund	3,584

</TABLE>

The total number of participants in the Plan was less than the sum of participants shown above because many were participating in more than one fund.

NOTE B -- SIGNIFICANT ACCOUNTING POLICIES

Investments are stated at fair value. Securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the plan year. For commercial notes and United States government obligations, the Plan trustee has established a fair value based on yields currently available on comparable instruments. The fair value of the participation units owned by the Plan in mutual funds and bank common trust funds is based on quoted redemption values on the last business day of the Plan year. Fair value for the guaranteed investment contract ("GIC") with a life insurance company approximates contract value. Contract value represents contributions made under the contract, plus interest at the contract rate, less administrative expenses charged by the insurance company. Changes in contract value of GIC deposits in the separate accounts of insurance companies have been included as interest in the statement of changes in net assets available for benefits. The crediting interest rate on the GIC as of December 31, 1998 and the average yield for the year then ended is consistent with the stated rate of contract detailed in Note D. These rates are expected to remain constant to maturity. There were no valuation reserves against the GIC at December 31, 1998.

The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments, which consists of the realized gains or losses and unrealized appreciation or depreciation on those investments. Realized gains or losses are calculated on an average cost basis.

Administrative expenses consisting primarily of fees for legal, accounting and other services are paid by the Corporation in accordance with the Plan Agreement and are based on customary and reasonable rates for such services.

Payment of Benefits: Benefits are recorded when paid. Approximately $1.3 million in Bassett-Walker Thrift Plan withdrawals are included in withdrawals for the Fixed Income Fund.

Use of Estimates: In preparing financial statements in accordance with generally accepted accounting principles, management makes estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates.

NOTE C -- INCOME TAX STATUS

The Internal Revenue Service has issued a Favorable Determination Letter dated September 27, 1998 stating that the Plan qualifies under the appropriate sections of the Internal Revenue Code (IRC) and is, therefore, not subject to tax under present income tax law. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Pension Plan Committee is not aware of any action or series of events that have occurred that might adversely affect the Plan's qualified status. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and is currently being operated in compliance with the applicable requirements of the IRC.

NOTE D -- INVESTMENTS

Net unrealized appreciation (depreciation) in fair value of investments included in Plan equity includes the following:

	Net Unrealized Appreciation in Fair Value for the Period Ended December 31	Fair Value at December 31
	1998	1998
Fair value as determined by quoted market or stated redemption price:		
VF Corporation Common Stock	$ 23,962	$ 1,033,594
Mutual funds and bank common trust funds	383,175	5,608,653
	407,137	6,642,247
Fair value as determined by Plan trustee:		
United States government obligations	48,528	9,210,864
Commercial notes & GICs	0	2,746,428
Mutual funds and bank common trust funds	0	2,754,364
	48,528	14,711,656
	$ 455,665	$21,353,903

Unrealized appreciation in fair value of investments at December 31, 1998, was $455,665.

NOTE D -- INVESTMENTS (Continued)

Net realized appreciation (depreciation) in fair value of investments includes the following:

	Period Ended December 31 1998
Aggregate proceeds	$45,566,398
Aggregate cost	45,400,137
Net realized gain	$ 166,261

Of the net realized gain, $15,214 related to losses recognized on the sale of VF Common Stock for the year ended 1998.

The fair value of individual investments that represent 5% or more of the Plan's net assets at December 31, 1998 are as follows:

	1998
Fidelity Growth & Income Fund	$1,524,360

Vanguard Institutional Index	1,425,108
UMB Bank Fund: Scout Prime R	2,754,364
New York Life GIC	2,043,276

</TABLE>

NOTE D -- INVESTMENTS (Continued)

Investments held at December 31, 1998:

<TABLE>
<CAPTION>

Name of Issuer and Title of Issue	NUMBER OF SHARES OR PRINCIPAL AMOUNT	FAIR VALUE	COST
<S>	<C>	<C>	<C>
Securities of participating employer:			
VF Corporation Common Stock	22,050	$ 1,033,594	$ 1,009,631
		1,033,594	1,009,631
United States Government Obligations:			
Small Business Administration Loans:			
(Rates of 5.8% to 9.025%,			
maturities of 12/01/2001 to 07/18/2012)		8,223,211	8,223,211
F.M.H.A. loans (Rates of 6.675% to 7.92%			
maturities 04/29/2003 to 06/15/2007)		987,653	987,653
		9,210,864	9,210,864
Other Securities:			
Mutual funds and bank common trust funds:			
Vanguard Money Market Fund	704,031	704,031	704,031
Fidelity Puritan Fund	37,670	756,029	732,820
Fidelity Growth & Income Fund	33,254	1,524,360	1,368,260
Vanguard Institutional Index Fund	12,628	1,425,108	1,252,988
Longleaf Partners Fund	15,274	335,260	352,741
Baron Asset Fund	13,684	691,582	622,319
Templeton Foreign Fund	20,534	172,283	192,320
UMB Bank Fund: Scout Prime - R	2,754,364	2,754,364	2,754,364
Oglebay Norton Company (Due 06/15/01)	$ 500,000	495,900	495,900
Smith Enron Congeneration LP (Due 12/15/06)	$ 202,000	207,252	202,000
New York Life GIC, 7.65% due 9/15/99	$ 2,000,000	2,043,276	2,000,000
		$21,353,903	$20,898,238

</TABLE>

NOTE E -- RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500:

<TABLE>
<CAPTION>

	1998
<S>	<C>
Net assets available for benefits per the financial statements	$21,712,399
Amounts allocated to withdrawing participants	317,265
Net assets available for benefits per Form 5500	$21,395,134

</TABLE>

The following is a reconciliation of withdrawals paid to participants per the financial statements to Form 5500:

<TABLE>
<CAPTION>

1998

Withdrawals paid to participants per the financial statements	$6,498,737
Add amounts allocated to withdrawing participants at December 31, 1998	317,265
Withdrawals paid to participants per Form 5500	$6,816,002

Amounts allocated to withdrawing participants are recorded on Form 5500 as withdrawal claims that have been processed and approved for payment prior to December 31 but not yet paid as of that date.

Exhibit 99c

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K

ANNUAL REPORT

ANNUAL REPORT PURSUANT TO SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended DECEMBER 31, 1998

Commission file number: 1-5256

BLUE BELL SAVINGS, PROFIT SHARING AND RETIREMENT PLAN
(Full title of plan)

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

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

Item 1. Changes in the Plan

There were no changes in the Plan.

Item 2. Changes in Investment Policy

Effective January 1, 1998 the following funds were added to the Plan: Vanguard Money Market Fund, Vanguard Institutional Index Fund, Longleaf Partners Small-Cap Fund and Baron Asset Fund. Effective January 1, 1998 the following funds were removed from the Plan: Kemper Money Market Fund and Fidelity Magellan Fund.

Item 3. Contributions Under the Plan

None. This is a frozen Plan.

Item 4. Participating Employees

There were approximately 1,452 enrolled participants in the Plan as of December 31, 1998.

Item 5. Administration of the Plan

(a) The Plan provides that a Committee of three persons be appointed to administer the Plan. The Committee, the Blue Bell Pension and Profit Sharing Committee, is comprised of the following officers of the Corporation: Robert Matthews, President - VF Workwear,Inc., Donald Laws, President - Western/Rugged Wear, division of VF Jeanswear, Inc., and Louis J. Fecile, Vice President - Employee Benefits - VF Corporation. Each of these individuals is an employee of VF Corporation (the Corporation). The Committee has the power to adopt rules and regulations for carrying out and administering the Plan and has the full authority and power to construe, interpret and administer the Plan. Committee members receive no compensation from the Plan.

(b) All expenses of administration of the Plan, including Trustee fees, are paid by the Plan.

Item 6. Custodian of Investments

(a) The Corporation has entered into a Trust Agreement under which Wachovia Bank & Trust Co., n.a., 301 North Main Street, Winston-Salem, NC 27150, has been appointed as Trustee under the Plan. Under the terms of the Trustee Agreement, Wachovia holds and invests all assets of the Plan, subject to the direction of each of the participants of the Plan regarding their investment fund or funds. The trustee manages the Fixed Income Fund and Wachovia Short-Term Investment Fund.

(b) The custodian's compensation is paid by the Plan.

(c) No bond was furnished or is required to be furnished by the Trustee.

Item 7. Reports to Participating Employees

Each participant receives a quarterly statement showing the market values of investments as of the end of each quarter.

Item 8. Investment of Funds

Each participant by calling the VF Savings Line directs the Plan Administrator to notify the Trustee to invest his/her own contributions in one or more of the following funds:

- Money Market Fund

- Fixed Income/GIC Fund
- Balanced Fund
- Equity Growth & Income Fund
- Index 500 Fund
- Small-Cap Value Fund
- Small-Cap Growth Fund
- Foreign Fund
- VF Corporation Common Stock Fund (investing in common stock of the Corporation)

Brokerage commissions of $14,800, $2,042, and $5,775 for the years ended December 31, 1998, 1997 and 1996 were paid by the Trustee to acquire the Corporation's common stock for the Plan.

Item 9. Financial Statements and Exhibits

<TABLE>
<CAPTION>

</TABLE>

Statements of Changes in Net Assets Available for Benefits, with Fund Information For the Years Ended December 31, 1998, 1997 and 1996

<TABLE>

</TABLE>

Schedules:

Schedules I, II and III have been omitted because the required information is included in the financial statements and the related notes.

(b) Exhibits - none

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the VF Corporation Pension Plan Committee has duly caused this annual report to be signed by the undersigned thereunto duly authorized.

Blue Bell Savings, Profit Sharing and Retirement Plan

By: /s/ Louis J. Fecile

Louis J. Fecile
Vice President - Employee Benefits
VF Corporation

Date: March 22, 1999

Report of Independent Accountants

Blue Bell Pension Committee
Blue Bell Savings, Profit Sharing and Retirement Plan

We have audited the accompanying statements of net assets available for benefits of the Blue Bell Savings, Profit Sharing and Retirement Plan as of December 31, 1998 and December 31, 1997, and the related statements of changes in net assets available for benefits for the three years in the period ended December 31, 1998. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Blue Bell Savings, Profit Sharing and Retirement Plan at December 31, 1998 and December 31, 1997, and the changes in its net assets available for benefits for the three years in the period ended December 31, 1998 in conformity with generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The fund information in the statements of net assets available for benefits and in the statements of changes in net assets available for benefits is presented for purposes of additional analysis rather than to present the net assets available for benefits and changes in net assets available for benefits of each fund. The fund information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PricewaterhouseCoopers LLP

Greensboro, North Carolina
March 22, 1999

BLUE BELL SAVINGS, PROFIT SHARING AND RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
COMBINED PLAN

<TABLE>
<CAPTION>

	December 31	
ASSETS	1998	1997
<S>	<C>	<C>
Investments, at fair value		
VF Corporation Common Stock -	$ 22,792,594	$ 27,783,657

486,242 shares in 1998		
597,498 shares in 1997		
Other securities	180,137,617	154,749,905
Total investments	202,930,211	182,533,562
Dividends and interest receivable	2,738,483	2,623,100
TOTAL ASSETS	205,668,694	185,156,662
LIABILITIES		
Accrued Expenses	180,262	195,790
TOTAL LIABILITIES	180,262	195,790
Net Assets Available for Benefits	$205,488,432	$184,960,872

</TABLE>

See notes to financial statements.

BLUE BELL SAVINGS, PROFIT SHARING AND RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)
MONEY MARKET FUND AND FIXED INCOME FUND

<TABLE>
<CAPTION>

	Money Market Fund December 31		Fixed Income Fund December 31	
ASSETS	1998	1997	1998	1997
<S>	<C>	<C>	<C>	<C>
Investments, at fair value				
Other securities	$ 5,437,655	$ 4,633,800	$43,770,556	$38,571,431
Total investments	5,437,655	4,633,800	43,770,556	38,571,431
Dividends and interest receivable	0	0	2,738,483	2,604,627
Total Assets	5,437,655	4,633,800	46,509,039	41,176,058
Accrued Expenses	3,999	3,471	32,299	77,928
Net Assets Available for Benefits	$ 5,433,656	$ 4,630,329	$46,476,740	$41,098,130

</TABLE>

See notes to financial statements.

BLUE BELL SAVINGS, PROFIT SHARING AND RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)
BALANCED FUND AND EQUITY GROWTH & INCOME FUND

<TABLE>
<CAPTION>

	Balanced Fund December 31		Equity Growth & Income Fund December 31	
	1998	1997	1998	1997
<S>	<C>	<C>	<C>	<C>
ASSETS				
Investments, at fair value				
Other securities	$18,192,977	$15,133,879	$66,458,690	$61,906,609
Total investments	18,192,977	15,133,879	66,458,690	

				61,906,609
Dividends and interest receivable	0	32	0	0
Total Assets	18,192,977	15,133,911	66,458,690	61,906,609
Accrued Expenses	5,532	3,457	39,588	31,896
Net Assets Available for Benefits	$18,187,445	$15,130,454	$66,419,102	$61,874,713

</TABLE>

See notes to financial statements.

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BLUE BELL SAVINGS, PROFIT SHARING AND RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)
EQUITY GROWTH FUND

<TABLE>
<CAPTION>

	Equity Growth Fund December 31	
	1998	1997
<S>	<C>	<C>
ASSETS		
Investments, at fair value		
Other securities	$ 0	$26,423,902
Total investments	0	26,423,902
Dividends and interest receivable	0	0
Total Assets		26,423,902
Accrued Expenses	0	20,408
Net Assets Available for Benefits	$ 0	$26,403,494

</TABLE>

See notes to financial statements.

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BLUE BELL SAVINGS, PROFIT SHARING AND RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)
INDEX 500 FUND & SMALL-CAP VALUE FUND

<TABLE>
<CAPTION>

	Index 500 Fund December 31 *	Small-Cap Value Fund December 31 *
	1998	1998
<S>	<C>	<C>
ASSETS		
Investments, at fair value		
Other securities	$34,163,406	$ 3,656,818
Total investments	34,163,406	3,656,818
Dividends and interest receivable	0	0
Total Assets	34,163,406	3,656,818
Accrued Expenses	35,512	330
Net Assets Available for Benefits	$34,127,894	$ 3,656,488

</TABLE>

* Fund was available beginning in 1998.

See notes to financial statements.

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BLUE BELL SAVINGS, PROFIT SHARING AND RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)
SMALL-CAP GROWTH FUND & FOREIGN FUND

	Small-Cap Growth Fund December 31 *	Foreign Fund December 31	
	1998	1998	1997
ASSETS			
Investments, at fair value			
Other securities	$5,447,216	$2,884,834	$7,840,772
Total investments	5,447,216	2,884,834	7,840,772
Dividends and interest receivable	0	0	0
Total Assets	5,447,216	2,884,834	7,840,772
Accrued Expenses	432	1,637	850
Net Assets Available for Benefits	$5,446,784	$2,883,197	$7,839,922

* Fund was available beginning in 1998.

See notes to financial statements.

BLUE BELL SAVINGS, PROFIT SHARING AND RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)
VF CORPORATION COMMON STOCK FUND

	VF Corporation Common Stock Fund December 31	
	1998	1997
ASSETS		
Investments, at fair value		
VF Corporation Common Stock 486,242 shares in 1998 597,498 shares in 1997	$22,792,594	$27,783,657
Other securities	7,106	119,164
Total investments	22,799,700	27,902,821
Dividends and interest receivable	0	18,441
Total Assets	22,799,700	27,921,262
LIABILITIES		
Accrued Expenses	60,933	57,780
Net Assets Available for Benefits	$22,738,767	$27,863,482

See notes to financial statements.

BLUE BELL SAVINGS, PROFIT SHARING AND RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)
ADMINISTRATIVE ACCOUNT

	December 31	
	1998	1997
ASSETS		
Investments, at Fair Value		
Other Securities	$118,359	$120,348
Net Assets Available for Benefits	$118,359	$120,348

See notes to financial statements.

BLUE BELL SAVINGS, PROFIT SHARING AND RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
COMBINED PLAN

	Year Ended December 31		
	1998	1997	1996
Investment income			
Dividends on VF Corporation Common Stock	$ 421,579	$ 454,214	$ 477,072
Interest	2,667,976	621,733	1,347,738
Income from mutual funds and bank common trust funds	7,477,108	9,086,591	9,977,884
	10,566,663	10,162,538	11,802,694
Withdrawals	(8,869,337)	(7,951,720)	(8,352,685)
Expenses	(189,117)	(162,703)	(254,165)
Net realized and unrealized appreciation in fair value of investments	19,019,351	24,150,836	9,531,300
Net increase	20,527,560	26,198,951	12,727,144
Net assets available for benefits at beginning of year	184,960,872	158,761,921	146,034,777
Net assets available for benefits at end of year	$ 205,488,432	$ 184,960,872	$ 158,761,921

See notes to financial statements.

BLUE BELL SAVINGS, PROFIT SHARING AND RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)
MONEY MARKET FUND

	Year Ended December 31		
	1998	1997	1996
Investment income			
Income from mutual funds and bank common trust funds	$ 287,902	$ 235,718	$ 219,951
	287,902	235,718	219,951
Withdrawals	(286,461)	(866,763)	(610,531)
Expenses	(552)	(2,182)	(6,131)
Fund transfers, net	802,438	674,444	457,642
Net increase	803,327	41,217	60,931
Net assets available for benefits			
Beginning of year	4,630,329	4,589,112	4,528,181
End of year	$ 5,433,656	$ 4,630,329	$ 4,589,112

See notes to financial statements.

BLUE BELL SAVINGS, PROFIT SHARING AND RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)
FIXED INCOME FUND

	Year Ended December 31		
	1998	1997	1996
Investment income	$ 2,667,976	$ 2,645,610	$ 2,519,956

Interest			
	2,667,976	2,645,610	2,519,956
Withdrawals	(3,665,951)	(3,414,702)	(3,501,348)
Expenses	(5,297)	(31,828)	(89,415)
Net realized and unrealized appreciation (depreciation) in fair value of investments	210,642	73,254	(171,577)
Fund transfers, net	6,171,240	979,681	699,625
Net increase (decrease)	5,378,610	252,015	(542,759)
Net assets available for benefits			
Beginning of year	41,098,134	40,846,119	41,388,878
End of year	$ 46,476,744	$ 41,098,134	$ 40,846,119

</TABLE>

See notes to financial statements.

BLUE BELL SAVINGS, PROFIT SHARING AND RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)
BALANCED FUND

<TABLE>
<CAPTION>

	Year Ended December 31		
	1998	1997	1996
<S>	<C>	<C>	<C>
Investment income			
Income from mutual funds and bank common trust funds	$ 1,913,885	$ 1,213,816	$ 1,315,574
	1,913,885	1,213,816	1,315,574
Withdrawals	(343,159)	(240,518)	(232,392)
Expenses	(2,105)	(2,988)	(8,393)
Net realized and unrealized appreciation in fair value of investments	653,651	1,496,785	145,857
Fund transfers, net	834,719	101,309	3,884,729
Net increase	3,056,991	2,568,404	5,105,375
Net assets available for benefits			
Beginning of year	15,130,454	12,562,050	7,456,675
End of year	$ 18,187,445	$ 15,130,454	$ 12,562,050

</TABLE>

See notes to financial statements.

BLUE BELL SAVINGS, PROFIT SHARING AND RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)
EQUITY GROWTH & INCOME FUND

<TABLE>
<CAPTION>

	Year Ended December 31		
	1998	1997	1996
<S>	<C>	<C>	<C>
Investment income			
Income from mutual funds and bank common trust funds	$ 3,674,047	$ 2,852,255	$ 2,443,422
	$ 3,674,047	$ 2,852,255	$ 2,443,422
Withdrawals	(2,325,388)	(1,273,785)	(1,531,919)
Expenses	(7,818)	(16,018)	(45,001)
Net realized and unrealized appreciation in fair value of investments	11,788,441	11,654,248	5,797,617
Fund transfers, net	(8,584,893)	(1,126,768)	1,857,781
Net increase	4,544,389	12,089,932	8,521,900
Net assets available for benefits			

Beginning of year	61,874,713	49,784,781	41,262,881
End of year	$ 66,419,102	$ 61,874,713	$ 49,784,781

</TABLE>

See notes to financial statements.

BLUE BELL SAVINGS, PROFIT SHARING AND RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)
EQUITY GROWTH FUND

<TABLE>
<CAPTION>

	Year Ended December 31		
	1998	1997	1996
<S>	<C>	<C>	<C>
Investment income			
Income from mutual funds and bank common trust funds	$ 8,624	$ 1,722,985	$ 4,432,448
	8,624	1,722,985	4,432,448
Withdrawals	(313,682)	(799,578)	(900,512)
Expenses	20,177	(11,134)	(31,309)
Net realized and unrealized appreciation (depreciation) in fair value of investments	73,902	3,835,616	(1,655,267)
Fund transfers, net	(26,192,515)	(1,477,297)	(7,047,456)
Net increase (decrease)	(26,403,494)	3,270,592	(5,202,096)
Net assets available for benefits			
Beginning of year	26,403,494	23,132,902	28,334,998
End of year	$ 0	$ 26,403,494	$ 23,132,902

</TABLE>

See notes to financial statements.

BLUE BELL SAVINGS, PROFIT SHARING AND RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)
INDEX 500 FUND

<TABLE>
<CAPTION>

	Year Ended December 31 1998*
<S>	<C>
Investment income	
Income from mutual funds and bank common trust funds	$ 676,211
	676,211
Withdrawals	(743,969)
Expenses	(35,540)
Net realized and unrealized appreciation in fair value of investments	6,673,045
Fund transfers, net	27,558,147
Net increase	34,127,894
Net assets available for benefits	
Beginning of year	0
End of year	$ 34,127,894

</TABLE>

* Fund was available beginning in 1998.

See notes to financial statements.

BLUE BELL SAVINGS, PROFIT SHARING AND RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)
SMALL-CAP VALUE FUND

<TABLE>
<CAPTION>

	Year Ended December 31 1998*
<S>	<C>
Investment income	
Income from mutual funds and bank common trust funds	$ 444,579
	444,579
Withdrawals	(17,368)
Expenses	(354)
Net realized and unrealized (depreciation) in fair value of investments	(144,257)
Fund transfers, net	3,373,888
Net increase	3,656,488
Net assets available for benefits	
Beginning of year	0
End of year	$ 3,656,488

</TABLE>

* Fund was available beginning in 1998.

See notes to financial statements.

BLUE BELL SAVINGS, PROFIT SHARING AND RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)
SMALL-CAP GROWTH FUND

<TABLE>
<CAPTION>

	Year Ended December 31 1998*
<S>	<C>
Investment income	
Income from mutual funds and bank common trust funds	$ 5,265
	5,265
Withdrawals	(25,518)
Expenses	(456)
Net realized and unrealized appreciation in fair value of investments	42,545
Fund transfers, net	5,424,948
Net increase	5,446,784
Net assets available for benefits	
Beginning of year	0
End of year	$ 5,446,784

</TABLE>

* Fund was available beginning in 1998.

See notes to financial statements.

BLUE BELL SAVINGS, PROFIT SHARING AND RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)
FOREIGN FUND

<TABLE>
<CAPTION>

	Year Ended December 31		
	1998	1997	1996
<S>	<C>	<C>	<C>
Investment income			
Income from mutual funds and bank common trust funds	$ 319,949	$ 889,786	$ 296,565

	319,949	889,786	296,565
Withdrawals	(19,866)	(582,359)	(221,361)
Expenses	(816)	(1,423)	(3,996)
Net realized and unrealized appreciation (depreciation) in fair value of investments	(447,132)	(397,395)	578,374
Fund transfers, net	(4,808,860)	306,721	3,726,434
Net increase (decrease)	(4,956,725)	215,330	4,376,016
Net assets available for benefits			
Beginning of year	7,839,922	7,624,592	3,248,576
End of year	$ 2,883,197	$ 7,839,922	$ 7,624,592

</TABLE>

See notes to financial statements.

BLUE BELL SAVINGS, PROFIT SHARING AND RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)
VF CORPORATION COMMON STOCK FUND

<TABLE>
<CAPTION>

	Year Ended December 31		
	1998	1997	1996
<S>	<C>	<C>	<C>
Investment income			
Dividends on VF Corporation Common Stock	$ 421,579	$ 454,214	$ 477,072
Income from mutual funds and bank common trust funds	3,087	8,026	6,046
	424,666	462,240	483,118
Withdrawals	(1,135,545)	(774,015)	(1,354,622)
Expenses	(3,238)	(11,219)	(31,514)
Net realized and unrealized appreciation in fair value of investments	168,515	7,488,332	4,836,295
Fund transfers, net	(4,579,113)	541,910	(3,577,831)
Net increase (decrease)	5,124,715	7,707,248	355,446
Net assets available for benefits			
Beginning of year, as reported	27,863,482	20,156,234	19,800,788
End of year	$ 22,738,767	$ 27,863,482	$ 20,156,234

</TABLE>

See notes to financial statements

BLUE BELL SAVINGS, PROFIT SHARING AND RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)
ADMINISTRATIVE ACCOUNT

<TABLE>
<CAPTION>

	Year Ended December 31		
	1998	1997	1996
<S>	<C>	<C>	<C>
Investment income			
Income from mutual funds and bank common trust funds	$ 143,559	$ 140,128	$ 6,139
	143,559	140,128	6,139
Withdrawals	7,570	0	0
Expenses	(153,118)	(85,911)	47,117
Fund transfers, net	0	0	(924)
Net increase (decrease)	(1,989)	54,217	52,332
Net assets available for benefits			
Beginning of year	120,348	66,131	13,799
End of year	$ 118,359	$ 120,348	$ 66,131

</TABLE>

See notes to financial statements.

BLUE BELL SAVINGS, PROFIT SHARING AND RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE A - DESCRIPTION OF THE PLAN

General - The Plan is an employee contributory defined contribution plan covering all salaried employees of Blue Bell, Inc. and certain subsidiaries (the "Company") who met age and service requirements and were employed prior to September 30, 1988. VF Corporation ("VF") assumed responsibility for sponsorship of the plan following VF's acquisition of Blue Bell, Inc. The Plan is a frozen plan, under which particpants no longer accrue benefits but that will remain in existence as long as necessary to pay accrued benefits. It is subject to provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Details of the Plan are available in the booklet "Blue Bell Savings, Profit Sharing and Retirement Plan".

Vesting - The Plan is frozen, and all participants are fully vested. No further contributions have or will be made by either the Company or participants.

Participant Accounts - Each participant's account is credited with an allocation of earnings. Allocation of Plan earnings is based upon the balance each of the participants has in each of the respective funds.

Employee accounts are invested at the direction of the employee in one or more of the funds administered by the Plan's trustee. The Trustee also manages the Wachovia Diversified Short-Term Bond Fund, Wachovia Stable Value Fund, and Wachovia Short-Term Investment Fund. Members have the opportunity to change investment elections monthly. A member's investment election will continue in effect until changed by the member pursuant to a subsequent investment election. The investment programs of the Plan are as follows:

(a) Money Market Fund: Monies are invested in a money market fund.

(b) Fixed Income Fund: Monies are invested in investments that provide a fixed rate of return.

(c) Balanced Fund: Monies are invested in investments to obtain as much income as possible, consistent with the preservation and conservation of capital.

(d) Equity Growth & Income Fund: Monies are invested in investments that are currently paying dividends and/or offer prospects for growth of capital and future income, with emphasis on capital appreciation.

(e) Index 500 Fund: Monies are invested in the 500 stocks that make up the S&P 500 Stock Price Index.

(f) Small-Cap Value Fund: monies are invested in U.S. common stocks of small companies whose price is under valued.

(g) Small-Cap Growth Fund: monies invested in small and medium size companies with under valued assets or favorable growth prospects.

(h) Foreign Fund: Monies are invested in stocks and debt obligations of companies and governments outside the United States.

(i) VF Corporation Common Stock Fund: Monies are invested in Common Stock of the Corporation purchased at prevailing prices on the New York Stock Exchange on the date of purchase. Employees can direct no more than 50% of their contributions to the VF Corporation Common Stock Fund.

Distributions - Distributions to participants or their beneficiaries are payable at the time of normal retirement, early retirement for those who qualify, qualifying layoff, death, or disability while employed by the Company. In addition, participants are entitled annually to withdraw the lesser of up to 25% of their individual account balance or $10,000, for any reason. Various methods are available for settlement of a participant's vested account balance including lump-sum cash settlement, periodic payments, and purchase of an annuity. Distributions are recorded when paid.

Plan Termination - The Board of Directors of the Company may amend, modify, or terminate the Plan at any time. In the event the Plan is terminated, each member is entitled to his proportionate share of net assets available for benefits as of the termination date.

NOTE B - SIGNIFICANT ACCOUNTING POLICIES

General - Accounts of the Plan are maintained on the accrual basis. Administrative expenses of the Plan are charged to the Plan. Purchases and sales of securities are recorded on a trade date basis. Investment income is recorded on the accrual basis.

Investments are stated at fair value. Securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the plan year. The fair value of the participation units owned by the Plan in mutual funds and bank common trust funds is based on quoted redemption values on the last business day of the plan year. Fair value for group insurance contracts with life insurance companies approximates contract value. Contract value represents contributions made under the contract, plus interest at the contract rate, less administrative expenses changed by the insurance companies and less benefits paid.

The Plan presents in the statement of changes in net assets the net appreciation (depreciation) in the fair value of its investments, which consists of realized gains or losses and unrealized appreciation or depreciation on those investments. Realized gains or losses are calculated on an average cost basis.

Use of Estimates: In preparing financial statements in accordance with generally accepted accounting principles, management makes estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates.

Payment of Benefits: Benefits are recorded when paid.

NOTE C - INCOME TAXES

The Internal Revenue Service has ruled by letter dated March 5, 1987 that the Plan qualifies under Section 401(a) of the Internal Revenue Code (IRC) and is, therefore, not subject to tax under present income tax law. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving a tax determination letter. However, the Pension Administrative Committee is not aware of any course of action or series of events that have occurred that might adversely affect the Plan's qualified status. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and is currently being operated in compliance with the applicable requirements of the IRC.

NOTE D -- INVESTMENTS

Net unrealized appreciation (depreciation) in fair value of investments included in Plan equity includes the following:

<TABLE>
<CAPTION>

	Net Unrealized Appreciation (Depreciation) in Fair Value for the Year Ended December 31			Fair Value at December 31		
	1998	1997	1996	1998	1997	1996
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Fair value as determined by quoted market or stated redemption price:						
VF Corporation Common Stock	$ (5,714,569)	$ 6,625,575	$ 811,617	$ 22,792,594	$ 27,783,657	$ 20,077,403
Mutual funds and bank common trust funds	8,205,950	14,174,768	3,209,886	180,137,617	154,749,905	137,378,097
	$ 2,491,381	$ 20,800,343	$ 4,021,503	$202,930,211	$182,533,562	$157,455,500

</TABLE>

Unrealized appreciation in fair value of investments at December 31, 1998, 1997 and 1996 was $59,151,106, $56,659,770, and $35,859,426, respectively.

Net realized appreciation in fair value of investments includes the following:
<TABLE>
<CAPTION>

	Year Ended December 31		
	1998	1997	1996
<S>	<C>	<C>	<C>
Aggregate proceeds	$148,218,936	$ 48,602,478	$ 78,554,102
Aggregate cost	131,690,966	45,251,984	73,044,305
Net realized gain	$ 16,527,970	$ 3,350,494	$ 5,509,797

</TABLE>

Of the net realized gain, $5,883,084, $862,757, and $4,024,678, related to gains recognized on the sale of VF Common Stock for the years ended 1998, 1997 and 1996, respectively.

The fair value of individual investments that represent 5% or more of the Plan's net assets available for benefits at December 31, 1998 and 1997 are as follows:

<TABLE>
<CAPTION>

	1998	1997
<S>	<C>	<C>
VF Corporation Common Stock	$22,792,594	$27,783,657
Wachovia Diversified Fixed Income Fund	21,964,538	17,661,482

</TABLE>

NOTE D -- INVESTMENTS (Continued)
<TABLE>

<S>	<C>	<C>
Wachovia Diversified GIC Fund	14,640,485	13,778,360
Fidelity Magellan Fund	0	26,076,221
Fidelity Growth & Income Fund	66,417,407	61,539,648
Fidelity Puritan Fund	18,182,547	15,079,068
Vanguard Institutional Index Fund	34,156,487	0

</TABLE>

Investments held at December 31, 1998:
<TABLE>
<CAPTION>

Name of Issuer and Title of Issue	NUMBER OF SHARES OR PRINCIPAL AMOUNT	FAIR VALUE	COST
<S>	<C>	<C>	<C>
Securities of participating employer:			
VF Corporation Common Stock	486,242	$ 22,792,594	$ 3,303,890
Other Securities:			
Mutual funds and bank common trust funds:			
Vanguard Money Market Fund	5,430,313	5,430,313	5,430,313
Fidelity Puritan Fund	905,957	18,182,547	15,970,046
Fidelity Growth & Income Fund	1,448,896	66,417,407	35,432,253
Vanguard Institutional Index Fund	302,672	34,156,487	27,624,276
Longleaf Partners Small Cap Fund	166,597	3,656,815	3,752,461
Baron Asset Fund	107,779	5,447,170	5,198,967
Templeton Foreign Fund	343,816	2,884,616	3,328,233
Wachovia Diversified Short-Term Bond Fund	96,008	21,964,538	21,740,931
Wachovia Stable Value Fund	69,515	14,640,485	14,640,498
New York Life GIC, 7.36%, due 5/12/99	7,000,000	7,000,000	7,000,000
Wachovia Short-Term Investment Fund	357,238	357,238	357,238
		$202,930,211	$143,779,105

</TABLE>

NOTE E - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500:

<TABLE>
<CAPTION>

	1998	1997
<S>	<C>	<C>
Net assets available for benefits per the financial statements	$205,488,432	$184,960,872
Less amounts allocated to withdrawing participants	869,934	1,861,064
Net assets available for benefits per Form 5500	$204,618,498	$183,099,808

</TABLE>

The following is a reconciliation of withdrawals paid to participants per the financial statements to Form 5500:
<TABLE>
<CAPTION>

	1998
<S>	<C>
Withdrawals paid to participants per the financial statements	$ 8,869,337
Add amounts allocated to withdrawing participants at December 31, 1998	869,934
Less amounts allocated to withdrawing participants at December 31, 1997	(1,861,064)
withdrawals paid to participants per Form 5500	$ 7,878,207

</TABLE>

Amounts allocated to withdrawing participants are recorded on Form 5500 as withdrawal claims that have been processed and approved for payment prior to December 31 but not yet paid as of that date.