

Vernon John Henry III
Form SC 13G
June 13, 2011

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2.

(Amendment No. 2)*

TANGER FACTORY OUTLET CENTERS, INC.
(Name of Issuer)

COMMON SHARES, PAR VALUE \$.01 PER SHARE
(Title of Class of Securities)

875465 10 6
(CUSIP Number)

June 1, 2011
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1 (b)
- Rule 13d-1 (c)
- Rule 13d-1 (d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosure provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

13G

CUSIP NO. 875465 10 6

1. Name of Reporting Person:

John H. Vernon III

2. Check the Appropriate Box if a Member of a Group

(a) q

(b) q

3. SEC Use Only

4. Citizenship or Place of Organization:

United States Citizen

Number of Shares Beneficially Owned by Each Reporting Person with:

5. Sole Voting Power: 8,000

6. Shared Voting Power: - 0 -

7. Sole Dispositive Power: 8,000

8. Shared Dispositive Power: - 0 -

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

8,000

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares:

q

11. Percent of Class Represented by Amount in Row 9:

0.01%

12. Type of Reporting Person:

IN

Item 1(a) Name of Issuer:

Tanger Factory Outlet Centers, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

3200 Northline Avenue, Suite 360
Greensboro, North Carolina 27408

Item 2(a) Name of Person Filing:

John H. Vernon III

Item 2(b) Address of Principal Business Office:

522 S. Lexington Avenue
Burlington, North Carolina 27415

Item 2(c) Citizenship:

United States

Item 2(d) Title of Class of Securities:

Common Shares, \$.01 par value

Item 2(e) CUSIP Number:

875464 10 6

Item 3. Not applicable

Item 4. Ownership

(a) Amount Beneficially Owned: 8,000.

John H. Vernon, III owns 8,000 common shares of Tanger Factory Outlet Centers, Inc held in a trust which was established by him, is revocable by him and is for the sole benefit of him and his family.

Mr. Vernon previously reported as beneficially owned the holdings of Tanger Family Limited Partnership ("TFLP"), which prior to June 1, 2011 was the holder of record of 556,124 common shares of Tanger Factory Outlet Centers, Inc. ("TFOC") and 3,033,305 Units of Tanger Properties Limited Partnership ("TPLP"), the operating partnership of TFOC. The 3,033,305 Units are convertible into 12,133,220 common shares of Tanger Factory Outlet Centers, Inc. John H. Vernon III is the sole trustee of the Stanley K. Tanger Marital Trust (the "Trust") which held the sole general partnership interests of TFLP and was deemed the beneficial owner of such partnership's holdings due to his sole voting and investment power with respect to such holdings. On June 1, 2011, TFLP was dissolved in connection with the settling of the estate of Stanley K. Tanger, founder of TFOC, and the common shares of TFOC and units of TPLP held by TFLP were distributed to the partners of the TFLP. As a result of the dissolution of TFLP, Mr. Vernon no longer has voting or investment power with respect to such holdings, and therefore is no longer deemed to be the beneficial owner with respect to such holdings.

(b) Percent of Class: 0.01%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 8,000

(ii) shared power to vote or to direct the vote: - 0 -

(iii) sole power to dispose or to direct the disposition of: 8,000

(iv) shared power to dispose or to direct the disposition of: - 0 -

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5% of the class of securities, check the following [x].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

June 13, 2011

Date

/s/ John H. Vernon, III

Signature

John H. Vernon, III

Name