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DOMINION RESOURCES INC /VA/

Form 8-A12B

March 18, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-A

For Registration of Certain Classes of Securities
Pursuant to Section 12(b) or (g) of the
Securities Exchange Act of 1934

DOMINION RESOURCES, INC.
(Exact name of registrant as specified in its charter)

VIRGINIA
(State of incorporation or
organization)

54-1229715
(I.R.S. employer identification
number)

120 TREDEGAR STREET, RICHMOND, VIRGINIA
(Address of principal executive offices)

23219
(Zip Code)

If this form relates to the registration of a class of securities pursuant to
Section 12(b) of the Exchange Act and is effective pursuant to General
Instruction A.(c), please check the following box. ☒

If this form relates to the registration of a class of securities pursuant to
Section 12(g) of the Exchange Act and is effective pursuant to General
Instruction A.(d), please check the following box. ☐

Securities Act registration statement file number to which this form relates:
333-55904

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
Upper DECS Equity Income Securities Corporate Units4	New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of Class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The information set forth in the section entitled "Description of the
Equity Income Securities" in the Company's prospectus supplement, dated March
13, 2002 (the "Prospectus Supplement"), to the Company's prospectus, dated March
2, 2001 (the "Prospectus"), filed on March 18, 2002 with the Securities and
Exchange Commission pursuant to Rule 424(b)(5) of the Securities Act of 1933, as
amended (the "Securities Act"), is incorporated herein by reference. The
Prospectus Supplement and the Prospectus are part of the Company's Registration

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Statement on Form S-3 (Registration No. 333-55904).

ITEM 2. EXHIBITS.

- | | |
|---|--|
| 1. The Prospectus Supplement and the Prospectus | Incorporated herein by reference to the Company's Prospectus Supplement and the Prospectus filed with the SEC on March 18, 2002 pursuant to Rule 424(b)(5) under the Securities Act. |
| 2. Form of Purchase Contract Agreement | Incorporated by reference to Exhibit 4.3 to the Company's Form 8-K Filed March 18, 2002 (File No. 001-08489). |
| 3. Form of Certificate Evidencing Corporate Units | Incorporated by reference to Exhibit 4.3 to the Company's Form 8-K Filed March 18, 2002 (File No. 001-08489). |
| 4. Form of Certificate Evidencing Treasury Units | Incorporated by reference to Exhibit 4.3 to the Company's Form 8-K Filed March 18, 2002 (File No. 001-08489). |
| 5. Form of Senior Indenture | Incorporated by reference to Exhibit 4(iii) to the Company's Registration Statement on Form S-3 (Registration No. 333-55904). |
| 6. Form of Tenth Supplemental Indenture | Incorporated by reference to Exhibit 4.2 to the Company's Form 8-K Filed March 18, 2002 (File No. 001-08489). |
| 7. Form of Senior Note | Incorporated by reference to Exhibit 4.2 to the Company's Form 8-K Filed March 18, 2002 (File No. 001-08489). |
| 8. Form of Pledge Agreement | Incorporated by reference to Exhibit 4.4 to the Company's Form 8-K Filed March 18, 2002 (File No. 001-08489). |
| 9. Form of Remarketing Agreement | Incorporated by reference to Exhibit 4.5 to the Company's Form 8-K Filed March 18, 2002 (File No. 001-08489). |

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Form 8-A Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

DOMINION RESOURCES, INC.

/s/ James P. Carney
Name: James P. Carney
Title: Assistant Treasurer

Dated: March 18, 2002