

DOMINION RESOURCES INC /VA/  
Form S-8  
November 07, 2003

As Filed with the Securities and Exchange Commission on November 7, 2003.

File No. \_

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*  
**Dominion Resources, Inc.**

(Exact name of registrant as specified in its charter)

Virginia

54-1229715

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

120 Tredegar Street  
Richmond, Virginia 23219  
(804) 819-2000

(Address of registrant's principal executive offices, including zip code)

**Dominion Salaried Savings Plan**  
**Dominion Hourly Employee Savings Plan**

(Full Titles of Plans)

Patricia A. Wilkerson, Vice President and Corporate Secretary  
Karen W. Doggett, Assistant Corporate Secretary  
Dominion Resources, Inc.  
120 Tredegar Street,  
Richmond, Virginia 23219  
(804) 819-2000

(Name, address, including zip code, and telephone number, including area code, of agent of service)

<i>Title of Securities to be Registered<sup>(1)</sup></i>	Amount to be	Proposed Maximum Offering Price	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
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	Registered	Per Share <sup>(2)</sup>		
Common Stock (without par value)	3,000,000 shares	\$61.56	\$184,680,000	\$14,941

(1) In addition, pursuant to rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.

(2) Pursuant to Rule 457, these prices are estimated solely for the purpose of calculating the registration fee and are based upon the average of the high and low sales prices of the Registrant's Common Stock on the New York Stock Exchange on November 3, 2003.

Dominion Resources, Inc. is registering an additional 3,000,000 shares of common stock, without par value, relating to earlier filed employee benefit plans, Dominion Salaried Savings Plan and Dominion Hourly Employee Savings Plan (formerly, Dominion Resources, Inc. Employee Savings Plan and Hourly Employee Savings Plan)(the Plans), File No. 333-87529, registering 5,000,000 shares of common stock under the Plans, which is incorporated by reference.

Exhibits

- 5 Opinion of James F. Stutts, Vice President and General Counsel of Dominion Resources, Inc. (filed herewith).
- 23.1 Consent of Deloitte & Touche LLP (filed herewith).
- 23.2 Consent of James F. Stutts (included in Exhibit 5).
- 24 Powers of Attorney (included in signature page of the Form S-8 and incorporated by reference).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Richmond, the Commonwealth of Virginia, on the 7<sup>th</sup> day of November 2003.

DOMINION RESOURCES, INC.

By:           /s/ Thos. E. Capps

Thos. E. Capps, Chairman of the  
Board, President and Chief Executive  
Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated and on the 7<sup>th</sup> day of November 2003. The officers and directors whose signatures appear below hereby constitute Patricia A. Wilkerson, Karen W. Doggett, James F. Stutts, or Mark O. Webb, any one of whom may act, as their true and lawful attorneys-in fact, with full power to sign on their behalf individually and in each capacity stated below and file all amendments and post-effective amendments to the registration statement making such changes in the registration statement as the registrant deems appropriate, and generally to do all things in their name and in their capacities as officers and directors to enable the registrant to comply with the provisions of the Securities Act of 1933 and all requirements of the Securities and Exchange Commission.

Signature

Title

      /s/ Susan B.  
Allen                  

Director

Susan B. Allen

      /s/ Peter W.  
Brown                  

Director

Peter W. Brown

      /s/ Ronald J.  
Calise                  

Director

Ronald J. Calise

      /s/ Thos. E.  
Capps                  

Chairman of the Board of Directors,  
President and Chief Executive Officer

Thos. E. Capps

      /s/ George A. Davidson,  
Jr.                      

Director

George A. Davidson, Jr.

          /s/ John W.                      Director  
    Harris          

John W. Harris

   /s/ Benjamin J. Lambert,              Director  
        III          

Benjamin J. Lambert, III

   /s/ Robert S. Jepson,              Director  
        Jr.          

Robert S. Jepson, Jr.

   /s/ Richard L.                      Director  
  Leatherwood          

Richard L. Leatherwood

Signature

Title

   /s/ Margaret A.                      Director  
  McKenna          

Margaret A. McKenna

   /s/ Kenneth A.                      Director  
  Randall          

Kenneth A. Randall

   /s/ Frank S.                      Director  
  Royal

Frank S. Royal

      /s/ S. Dallas                    Director  
Simmons

S. Dallas Simmons

      /s/ Robert H.                    Director  
Spilman

Robert H. Spilman

      /s/ David A.                    Director  
Wollard

David A. Wollard

      /s/ Thomas N.                    Executive Vice President and  
Chewning                            Chief Financial Officer

Thomas N. Chewning

      /s/ Steven A.                    Vice President and Controller  
Rogers                                (Principal Accounting Officer)

Steven A. Rogers

Pursuant to the requirements of the Securities Act of 1933, the committee members of the following Dominion Resources, Inc. employee benefit plans have duly caused this registration statement to be signed on their behalf by the undersigned, thereunto duly authorized in the City of Richmond, Commonwealth of Virginia, on the 7<sup>th</sup> day of November 2003.

By       /s/ Anne M. Grier

Anne M. Grier  
Chairperson of the Committee

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below on the 7<sup>th</sup> day of November 2003, by the members of the Committee for the administration of the following thrift plans of Dominion Resources, Inc.:

Dominion Salaried Savings Plan and  
Dominion Hourly Employee Savings Plan.

Signature

Title

/s/ Anne M. Grier

Chairperson

Anne M. Grier

/s/ James E. Eck

Member

James E. Eck

/s/ G. Scott Hetzer

Member

G. Scott Hetzer

/s/ Steven A. Rogers

Member

Steven A. Rogers