

DOMINION RESOURCES INC /VA/  
Form POSASR  
April 04, 2007

As Filed with the Securities and Exchange Commission on April 4, 2007

File No. 333-131810

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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**Post-Effective**

**Amendment No. 1 To**

## FORM S-3

## REGISTRATION STATEMENT

*Under*

*The Securities Act of 1933*

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**Dominion Resources, Inc.**  
(Exact name of Registrant as

specified in its charter)

**VIRGINIA**  
(State or other jurisdiction of

incorporation or organization)

**54-1229715**  
(I.R.S. Employer

Identification No.)

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**120 TREDEGAR STREET RICHMOND, VIRGINIA 23219**

**(804) 819-2000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**PATRICIA A. WILKERSON, VICE PRESIDENT AND CORPORATE SECRETARY**

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**JAMES P. CARNEY, ASSISTANT TREASURER**

**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 for service)

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*With a Copy to:*

**JAMES F. STUTTS  
MARK O. WEBB  
DOMINION RESOURCES, INC.  
120 TREDEGAR STREET  
RICHMOND, VIRGINIA 23219**

**JANE WHITT SELLERS  
McGUIREWOODS LLP  
ONE JAMES CENTER  
RICHMOND, VIRGINIA 23219-4030**

**Approximate date of commencement of proposed sale to the public:** From time to time after effectiveness.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, check the following box. "

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. x

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

**CALCULATION OF REGISTRATION FEE**

| Title of each class of      | Amount to be registered/  |
|-----------------------------|---|
| securities to be registered | Proposed Maximum Offering Price per Unit/<br>Proposed Maximum Offering Price/ |
| Senior Debt Securities      | Amount of Registration Fee<br>(1)   |

- (1) An indeterminate aggregate initial offering price or number of the securities of the identified class is being registered as may from time to time be offered at indeterminate prices, along with an indeterminate number of securities that may be issued upon exercise, settlement, exchange or conversion of securities offered hereunder. Separate consideration may or may not be received for securities that are issuable upon exercise, settlement, conversion or exchange of other securities or that are issued in units. In accordance with Rules 456(b) and 457(r), the Registrant is deferring payment of all of the registration fee, except for \$82,800 that may be offset pursuant to Rule 457(p) for fees paid with respect to \$1,500,000,000 aggregate initial offering price of securities that were previously registered pursuant to Registration Statement No. 333-85580 filed by Consolidated Natural Gas Company, a wholly-owned subsidiary of Dominion Resources, Inc., and not sold thereunder. The fees paid with respect to Registration Statement No. 333-85580 were fully offset by fees paid with respect to \$1,000,000,000 aggregate initial offering price of securities that were previously registered pursuant to Registration Statement No. 333-92765 filed by Consolidated Natural Gas Company and not sold thereunder. The estimated aggregate initial offering price of the securities which could be issued in association with the offset fee of \$82,800 is \$2,697,000,000.

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (File No. 333-131810) of Dominion Resources, Inc. is being filed solely for the purpose of replacing Note (1) with the text set forth below and no other changes or additions are being made hereby to the Registration Statement. Accordingly, the balance of the Registration Statement is being omitted from this filing.

(1) An indeterminate aggregate initial offering price or number of the securities of the identified class is being registered as may from time to time be offered at indeterminate prices, along with an indeterminate number of securities that may be issued upon exercise, settlement, exchange or conversion of securities offered hereunder. Separate consideration may or may not be received for securities that are issuable upon exercise, settlement, conversion or exchange of other securities or that are issued in units. In accordance with Rules 456(b) and 457(r), the Registrant is deferring payment of all of the registration fee, except for \$82,800 that may be offset pursuant to Rule 457(p) for fees paid with respect to \$1,500,000,000 aggregate initial offering price of securities that were previously registered pursuant to Registration Statement No. 333-85580 filed by Consolidated Natural Gas Company, a wholly-owned subsidiary of Dominion Resources, Inc., and not sold thereunder. The fees paid with respect to Registration Statement No. 333-85580 were fully offset by fees paid with respect to \$1,000,000,000 aggregate initial offering price of securities that were previously registered pursuant to Registration Statement No. 333-92765 filed by Consolidated Natural Gas Company and not sold thereunder. The estimated aggregate initial offering price of the securities which could be issued in association with the offset fee of \$82,800 is \$2,697,000,000.



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Director

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Mark J. Kington

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Director

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Benjamin J. Lambert, III

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Director

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Richard L. Leatherwood

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| <u>Signatures</u>             | <u>Title</u>   |
|-------------------------------|--|
| *                             | Director   |
| _____<br>Margaret A. McKenna  |  |
| *                             | Vice President and Controller (Principal Accounting Officer) |
| _____<br>Steven A. Rogers     |  |
| *                             | Director   |
| _____<br>Frank S. Royal, M.D. |  |
| *                             | Director   |
| _____<br>S. Dallas Simmons    |  |
| *                             | Director   |
| _____<br>David A. Wollard     |  |
| *                             | Executive Vice President and Chief Financial Officer         |
| _____<br>Thomas N. Chewning   |  |

\*By: /s/ MARK O. WEBB

\_\_\_\_\_  
Name: Mark O. Webb

Title: Attorney-in-fact