

DOMINION RESOURCES INC /VA/  
Form 8-K  
August 12, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported) August 11, 2009**

**Dominion Resources, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Virginia**  
(State or other jurisdiction  
of incorporation)

**001-08489**  
(Commission File Number)

**54-1229715**  
(IRS Employer  
Identification No.)

**120 Tredegar Street**

**Richmond, Virginia**  
(Address of Principal Executive Offices)

**23219**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code (804) 819-2000**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On August 11, 2009, Dominion Resources, Inc. (the Company) entered into an underwriting agreement (the Series A Senior Notes Underwriting Agreement) with BNP Paribas Securities Corp., Deutsche Bank Securities Inc., J.P. Morgan Securities Inc. and Morgan Stanley & Co. Incorporated, as Representatives for the underwriters named in the Series A Senior Notes Underwriting Agreement, for the sale of \$500,000,000 aggregate principal amount of the Company's 2009 Series A 5.20% Senior Notes due 2019. Such Senior Notes, which are designated the 2009 Series A 5.20% Senior Notes due 2019, are Senior Debt Securities that were registered by the Company pursuant to a registration statement on Form S-3 under Rule 415 under the Securities Act of 1933, as amended, which registration statement became effective on January 29, 2009 (File No. 333-157013). A copy of the Series A Senior Notes Underwriting Agreement, including exhibits thereto, is filed as Exhibit 1.1 to this Form 8-K.

The form of the Thirty-Ninth Supplemental Indenture to the Company's June 1, 2000 Senior Indenture, pursuant to which the 2009 Series A 5.20% Senior Notes due 2019 will be issued, is filed as Exhibit 4.3 to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

Exhibits

- 1.1 Underwriting Agreement, dated August 11, 2009, between the Company and BNP Paribas Securities Corp., Deutsche Bank Securities Inc., J.P. Morgan Securities Inc. and Morgan Stanley & Co. Incorporated as Representatives for the underwriters named in the Underwriting Agreement.\*
- 4.1 Form of Senior Indenture, dated June 1, 2000, between the Company and The Bank of New York Mellon (successor to JPMorgan Chase Bank, N.A. (formerly known as The Chase Manhattan Bank)), as Trustee (Exhibit 4 (iii), Form S-3, Registration Statement, File No. 333-93187, incorporated by reference).
- 4.2 Form of Thirty-Eighth Supplemental and Amending Indenture to the Senior Indenture among the Company, The Bank of New York Mellon (successor to JPMorgan Chase Bank, N.A. (formerly known as The Chase Manhattan Bank)), as Original Trustee and Deutsche Bank Trust Company Americas, as Series Trustee (Exhibit 4.2, Form 8-K, File No. 001-08489, as filed on November 26, 2008, incorporated by reference).
- 4.3 Form of Thirty-Ninth Supplemental Indenture to the Senior Indenture pursuant to which the 2009 Series A 5.20% Senior Notes Due 2019 will be issued. The form of the 2009 Series A 5.20% Senior Notes Due 2019 is included as Exhibit A to the form of the Thirty-Ninth Supplemental Indenture.\*
- 5.1 Opinion of McGuireWoods LLP.\*

\* Filed herewith.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**DOMINION RESOURCES, INC.**

**Registrant**

/s/ James P. Carney

Name: James P. Carney

Title: Vice President and Assistant Treasurer

Date: August 12, 2009