

DOMINION RESOURCES INC /VA/  
Form S-8  
April 22, 2005

As Filed with the Securities and Exchange Commission on April 22, 2005.

File No. 333- \_\_\_\_\_

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 Resources, Inc. 2005 Incentive Compensation Plan

(Full Title of Plan)

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)

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering	Amount of Registration Fee

			Price	
Common Stock (without par value)	15,000,000 shares	\$73.72	\$1,105,800,000	\$130,153

(1) 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 April 18, 2005.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information

Not required to be filed.

Item 2. Registrant Information and Employee Plan Annual Information.

Not required to be filed.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Dominion Resources, Inc. (Dominion Resources) with the Securities and Exchange Commission (the Commission) are incorporated herein by reference and made a part hereof: (i) the Dominion Resources' Annual Report on Form 10-K for the fiscal year ended December 31, 2004 and (ii) the description of the Dominion Resources' Common Stock (the Common Stock) in the Dominion Resources' registration statement on Form 8-B (Item 4), dated April 29, 1983, including any amendments and reports filed for the purpose of updating such description.

In addition, all documents filed by Dominion Resources pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), after the date of the Prospectus and prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or that deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of filing such documents.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Article VI of Dominion Resources' Articles of Incorporation mandates indemnification of its directors and officers to the full extent permitted by the Virginia Stock Corporation Act (the Virginia Act) and any other applicable law. The Virginia Act permits a corporation to indemnify its directors and officers against liability incurred in all proceedings, including derivative proceedings, arising out of their service to the corporation or to other corporations or enterprises that the officer or director was serving at the request of the corporation, except in the case of willful misconduct or a knowing violation of a criminal law. Dominion Resources is required to indemnify its directors and officers in all such proceedings if they have not violated this standard.

In addition, Article VI of Dominion Resources' Articles of Incorporation limits the liability of its directors and officers to the full extent permitted by the Virginia Act as now and hereafter in effect. The Virginia Act places a limit on the liability of a director or officer in derivative or shareholder proceedings equal to the lesser of (i) the amount specified in the corporation's articles of incorporation or a shareholder-approved bylaw; or (ii) the greater of (a) \$100,000 or (b) twelve months of cash compensation received by the director or officer. The limit does not apply in the event the director or officer has engaged in willful misconduct or a knowing violation of a criminal law or a federal or state securities law. The effect of Dominion Resources' Articles of Incorporation, together with the Virginia Act, is to eliminate liability of directors and officers for monetary damages in derivative or shareholder proceedings so long as the required standard of conduct is met.

Dominion Resources has purchased directors' and officers' liability insurance policies. Within the limits of their coverage, the policies insure (1) the directors and officers of the Company against certain losses resulting from claims against them in their capacities as directors and officers to the extent that such losses are not indemnified by the Company and (2) the Company to the extent that it indemnifies such directors and officers for losses as permitted under the laws of Virginia.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits:

Exhibits

- 5 Opinion of James L. Sanderlin, Esquire, Senior Vice President-Law of Dominion Resources, Inc.  
  
(filed herewith).
- 23.1 Consent of Deloitte & Touche LLP (filed herewith).
- 23.2 Consent of James L. Sanderlin, Esquire (included in Exhibit 5).
- 24 Powers of Attorney (included in signature page of the Form S-8 and incorporated by reference).
- 99 Dominion Resources, Inc. 2005 Incentive Compensation Plan (Exhibit 10, Form 8-K filed March 3, 2005, File No. 1-8489, incorporated by reference).

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

PROVIDED, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of this offer.

(b) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(c) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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 22nd day of April 2005.

DOMINION RESOURCES, INC.

By:           /s/ Thos. E. Capps          

Thos. E. Capps, Chairman of the  
Board 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 22nd day of April 2005. The officers and directors whose signatures appear below hereby constitute Patricia A. Wilkerson, Karen W. Doggett, E.J. Marks, III, James F. Stutts, or Mark O. Webb, either 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.

<u>Signature</u>	<u>Title</u>
<u>          /s/ Thos. E. Capps          </u> Thos. E. Capps	Chairman of the Board of Directors and Chief Executive Officer
<u>          /s/ Peter W. Brown          </u> Peter W. Brown	Director
<u>          /s/ Ronald J. Calise          </u> Ronald J. Calise	Director

/s/ George A. Davidson, Jr. Director

George A. Davidson, Jr.

/s/ Thomas F. Farrell, II Director, President and  
Chief Operating Officer

Thomas F. Farrell, II

/s/ John W. Harris Director

John W. Harris

/s/ Robert S. Jepson, Jr. Director

Robert S. Jepson, Jr.

/s/ Mark J. Kington Director

Mark J. Kington

/s/ Benjamin J. Lambert, III Director

Benjamin J. Lambert, III

Signature

Title

/s/ Richard L. Leatherwood Director

Richard L. Leatherwood

/s/ Margaret A. McKenna Director

Margaret A. McKenna

/s/ K.A. Randall Director

K.A. Randall

/s/ Frank S. Royal Director

Frank S. Royal

/s/ S. Dallas Simmons Director

S. Dallas Simmons

/s/ David A. Wollard Director

David A. Wollard

/s/ Thomas N. Chewning

Executive Vice President and  
Chief Financial Officer

Thomas N. Chewning

/s/ Steven A. Rogers

Vice President and Controller  
(Principal Accounting Officer)

Steven A. Rogers