

DOMINION RESOURCES INC /VA/

Form 5/A

March 14, 2002

1. Name and Address of Reporting Person
Davidson, George, Jr. A.
Dominion Tower
625 Liberty Avenue
Pittsburgh, PA 15222-3199
2. Issuer Name and Ticker or Trading Symbol
DOMINION RESOURCES, INC. (D)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
2001 R1
5. If Amendment, Date of Original (Month/Day/Year)
02/11/2002
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(X) Director () 10% Owner
() Officer (give title below) () Other (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)
(X) Form filed by One Reporting Person
() Form filed by More than One Reporting Person

TABLE I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D)			5. Amou Secu Bene Owne End Year
			Amount	A/D	Price	
Common Stock	03/09/2001	D	-392	D	\$66.8900	
Common Stock	03/09/2001	M	392	A	\$66.8900	103938
Common Stock						1391
Common Stock						17985

TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.	2.	3.	4.	5.	6.	7.	8.
						Title and Amount of Underlying Securities	
	Conver- sion or Exercise	Price of Deriv-	Transac- tion Date (Month/ Day/Year)	Transac- tion Code	Number of Derivative Securities Acquired (A) Disposed (D) (A) (D)	Date Exercisable and Expiration Date (Month/Day/Year) Date Exer- tion Date	Amount or Number of Shares
Title of Derivative Security							

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Phantom Stock	\$0	03/09/2001	M	392			Common	392	\$
Stock Option	\$59.96	07/01/2001	A	4000	01/01/2003	01/01/2008	Common	4000	\$
Stock Option	\$59.96	07/01/2001	A	4000	01/01/2004	01/01/2009	Common	4000	\$
Stock Option	\$59.96	07/01/2001	A	4000	01/01/2005	01/01/2010	Common	4000	\$

Explanation of Responses:

SIGNATURE OF REPORTING PERSON
/s/ George, Jr. A. Davidson

DATE
03/14/2002