

DOMINION RESOURCES INC /VA/  
Form S-3ASR  
August 31, 2006

As Filed with the Securities and Exchange Commission on August 31, 2006

File No. 333-

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM S-3

### REGISTRATION STATEMENT

*Under*

*The Securities Act of 1933*

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

**VIRGINIA**  
(State or other jurisdiction of

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

specified in its charter)

incorporation or organization)

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**

**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**

**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.

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.

If this 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.

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**CALCULATION OF REGISTRATION FEE**

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| <b>Title of each class of<br/>Securities to be registered</b> | <b>Amount to be registered/<br/>Proposed Maximum Offering Price per Unit/<br/>Proposed Maximum Offering Price/<br/>Amount of Registration Fee</b> |
|---|---|
| Common Stock (without par value)                              | (1)   |

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(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.

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**EXPLANATORY NOTE**

All of the shares of common stock being registered hereby will be used for Dominion Direct, the Registrant's Direct Stock Purchase and Dividend Reinvestment Plan.



















































## PART II

**Item 14. Other Expenses of Issuance and Distribution.**

|  | <b>Per Offering*</b> |
|--|----------------------|
| Securities and Exchange Commission Fee | \$ **                |
| Printing Expenses                      | 20,000               |
| Accountant Fees                        | 10,000               |
| Listing Fees                           | ***                  |
| Miscellaneous                          | 10,000               |
| <b>Total</b>                           | <b>\$ 40,000</b>     |

\* Because an indeterminate amount of securities is covered by this registration statement, the expenses in connection with the issuance and distribution of the securities are therefore not currently determinable. The amounts shown are estimates of expenses for a single offering of securities under the registration statement, but do not limit the amount of securities that may be offered.

\*\* Under SEC Rules 456 (b) and 457(r), the Securities and Exchange Commission fee will be paid at the time of any particular offering of securities under this registration statement, and is therefore not currently determinable.

\*\*\* The listing fee is based upon the principal amount of securities listed, if any, and is therefore not currently determinable.

**Item 15. Indemnification of Directors and Officers.**

Article VI of Dominion's 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 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's 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's 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 has purchased directors' and officers' liability insurance policies. Within the limits of their coverage, the policies insure (1) the directors and officers of Dominion 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 Dominion and (2) Dominion to the extent that it indemnifies such directors and officers for losses as permitted under the laws of Virginia.

**Item 16. Exhibits.**

**Exhibit**

| <b>No.</b> | <b>Description of Document</b>   |
|------------|--|
| 5.1        | Opinion of James F. Stutts, Vice President and General Counsel of Dominion Resources, Inc.*  |
| 23.1       | Consent of James F. Stutts, Vice President and General Counsel of Dominion Resources, Inc. (contained in Exhibit 5.1).   |
| 23.2       | Consent of Deloitte & Touche LLP.*   |
| 23.3       | Consent of Ryder Scott Company, L.P. (incorporated by reference from Exhibit 23.2 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005, File No. 1-8489). |
| 24         | Powers of Attorney (included on signature page).   |

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\* Filed herewith.

**Item 17. Undertakings.**

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. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

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

provided, however, that paragraphs (1)(i), (1)(ii) and (1)(iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission 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, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of 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 the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(A) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was a part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities:

In a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
- (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(6) 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 section 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.

(7) 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 Securities Act of 1933 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 Securities Act of 1933 and will be governed by the final adjudication of such issue.

## 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-3, 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 31st day of August, 2006.

DOMINION RESOURCES, INC.

By */s/* THOMAS F. FARRELL, II  
**Thomas F. Farrell, II**

**President and Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities stated below and on the 31st day of August, 2006. The officers and directors whose signatures appear below hereby constitute Patricia A. Wilkerson, E.J. Marks, III, 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 file any registration statement registering additional securities under Rule 462(b) of the Securities Act of 1933, and generally to do all things in their name 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.

| Signatures                          | Title  |
|-------------------------------------|--|
| <i>/s/</i> PETER W. BROWN, M.D.     | Director   |
| <b>Peter W. Brown, M.D.</b>         |  |
| <i>/s/</i> RONALD J. CALISE         | Director   |
| <b>Ronald J. Calise</b>             |  |
| <i>/s/</i> THOS. E. CAPPS           | Chairman of the Board of Directors                 |
| <b>Thos. E. Capps</b>               |  |
| <i>/s/</i> GEORGE A. DAVIDSON, JR.  | Director   |
| <b>George A. Davidson, Jr.</b>      |  |
| <i>/s/</i> THOMAS F. FARRELL, II    | President and Chief Executive Officer and Director |
| <b>Thomas F. Farrell, II</b>        |  |
| <i>/s/</i> JOHN W. HARRIS           | Director   |
| <b>John W. Harris</b>               |  |
| <i>/s/</i> ROBERT S. JEPSON, JR.    | Director   |
| <b>Robert S. Jepson, Jr.</b>        |  |
| <i>/s/</i> MARK J. KINGTON          | Director   |
| <b>Mark J. Kington</b>              |  |
| <i>/s/</i> BENJAMIN J. LAMBERT, III | Director   |
| <b>Benjamin J. Lambert, III</b>     |  |
| <i>/s/</i> RICHARD L. LEATHERWOOD   | Director   |

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**Richard L. Leatherwood**

/s/ MARGARET A. McKENNA

Director

**Margaret A. McKenna**

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| <b>Signatures</b>   | <b>Title</b>   |
|---|--|
| /s/ FRANK S. ROYAL, M.D.<br><br><b>Frank S. Royal, M.D.</b> | Director   |
| /s/ S. DALLAS SIMMONS<br><br><b>S. Dallas Simmons</b>       | Director   |
| /s/ DAVID A. WOLLARD<br><br><b>David A. Wollard</b>         | Director   |
| /s/ THOMAS N. CHEWNING<br><br><b>Thomas N. Chewning</b>     | Executive Vice President and Chief Financial Officer                   |
| /s/ STEVEN A. ROGERS<br><br><b>Steven A. Rogers</b>         | Senior Vice President and Controller<br>(Principal Accounting Officer) |

**INDEX TO EXHIBITS**

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