

DOMINION RESOURCES INC /VA/
Form 424B5
February 29, 2012
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**Filed Pursuant to Rule 424(b)(5)
Registration No. 333-179213**

PROSPECTUS SUPPLEMENT

(To Prospectus Dated January 27, 2012)

Dominion Resources, Inc.

\$500,000,000

Common Stock

This prospectus supplement and accompanying base prospectus relate to the offer and sale from time to time of shares of our common stock having an aggregate offering price of up to \$500,000,000. The shares of our common stock to which this prospectus supplement relates will be offered from time to time through the sales agents named below.

Our common stock is listed and traded on the New York Stock Exchange under the symbol **D**. The last reported sale price of our common stock on the New York Stock Exchange on February 24, 2012 was \$51.32 per share.

The proceeds from the sale of the shares of common stock to which this prospectus supplement relates will be used for general corporate purposes as described herein under **Use of Proceeds**.

The shares of our common stock to which this prospectus supplement relates may be offered and sold in (i) privately negotiated transactions, or (ii) by any other method or payment permitted by law deemed to be an **at the market** offering as defined in Rule 415 of the Securities Act, including sales made directly on the New York Stock Exchange or sales made to or through a market maker or through an electronic communications network, all pursuant to sales agency agreements that we have entered into with our sales agents. An indeterminate number of shares of common stock may be sold up to the number of shares that will result in the receipt of gross proceeds of up to \$500,000,000. Subject to the terms and conditions of its sales agency agreement with us, each sales agent, as applicable, will use its commercially reasonable efforts to sell, as our sales agent and on our behalf, any shares of common stock to be offered by us under our sales agency agreement with it. We will pay each of the sales agents a commission equal to 1.00% of the gross sales price per share of shares sold through it. The net proceeds that we will receive will be the gross proceeds from such sales less the commissions and any other costs we may incur in issuing the shares. See **Use of Proceeds** and **Plan of Distribution** in this prospectus supplement for further information.

Investing in our common stock involves risks. For a description of these risks, see Risk Factors beginning on page S-7 of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying base prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

BNY Mellon Capital Markets, LLC

BofA Merrill Lynch

Goldman, Sachs & Co.

Morgan Stanley

The date of this prospectus supplement is February 28, 2012.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of this common stock offering and certain other matters relating to us and our financial condition. The second part, the accompanying base prospectus, gives more general information about securities we may offer from time to time, some of which does not apply to the common stock we are offering pursuant to this prospectus supplement. Generally, when we refer to the prospectus, we are referring to both parts of this document combined. To the extent the description of the common stock in the prospectus supplement differs from the description of common stock in the accompanying base prospectus, you should only rely on the information in the prospectus supplement.

You should rely only on the information contained in this document or to which this document refers you, or in other offering materials filed by us with the Securities and Exchange Commission (SEC). We have not authorized anyone, and we have not authorized the sales agents to authorize anyone, to provide you with different information. We take no responsibility for, and can provide no assurance as to the reliability of, any different or inconsistent information. This document may only be used where it is legal to sell these securities. The information which appears in this document and which is incorporated by reference in this document may only be accurate as of the date of this prospectus supplement or the date of the document in which incorporated information appears. Our business, financial condition, results of operations and prospects may have changed since the date of such information.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our file number with the SEC is 001-08489. Our SEC filings are available to the public over the Internet at the SEC's web site at <http://www.sec.gov>. You may also read and copy any document we file at the SEC's public reference room at 100 F. Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. You may also read and copy these documents at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

The SEC allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring you to those documents. Our combined filings with the SEC present separate filings by Virginia Electric and Power Company (Virginia Power) and Dominion Resources, Inc. Information contained therein relating to an individual registrant is filed by that registrant on its own behalf and each registrant makes no representation as to information relating to the other registrant. The information incorporated by reference is an important part of this prospectus supplement and information that we file later with the SEC will automatically update or supersede this information. We incorporate by reference the documents listed below and any future filings made with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), except those portions of the filings that relate to Virginia Power as a separate registrant, until such time as all of the securities covered by this prospectus supplement have been sold:

Annual Report on Form 10-K for the year ended December 31, 2011;

Current Reports on Form 8-K, filed January 20, 2012 and January 27, 2012 (with respect to Items 8.01 and 9.01) (other than any portions of those documents not deemed to be filed); and

the description of our common stock contained in our Current Report on Form 8-K, filed December 5, 2008.

You may request a copy of these filings, at no cost, by writing or telephoning us at:

Corporate Secretary, Dominion Resources, Inc., 120 Tredegar Street, Richmond, Virginia 23219, Telephone (804) 819-2000.

FORWARD-LOOKING INFORMATION

We have included certain information in this prospectus supplement or other offering materials which is forward-looking information as defined by the Private Securities Litigation Reform Act of 1995. Examples include discussions as to our expectations, beliefs, plans, goals, objectives and future financial or other performance or assumptions concerning matters incorporated by reference herein or discussed in this prospectus supplement.

Factors that could cause actual results to differ from those in the forward-looking statements may accompany the statements themselves. In addition, our business is influenced by many factors that are difficult to predict, involve uncertainties that may materially affect actual results and are often beyond our ability to control. We have identified and will in the future identify a number of these generally applicable factors in our reports on Forms 10-K, 10-Q and 8-K incorporated by reference herein or in other offering materials. We refer you to those discussions for further information.

Any forward-looking statement speaks only as of the date on which it is made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which it is made.

See WHERE YOU CAN FIND MORE INFORMATION on page S-4.

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PROSPECTUS SUPPLEMENT SUMMARY

In this prospectus supplement, unless otherwise indicated or the context otherwise requires, the words Dominion, Company, we, our and us refer to Dominion Resources, Inc., a Virginia corporation, and its subsidiaries.

The following summary contains basic information about this offering. It may not contain all the information that is important to you. The DESCRIPTION OF COMMON STOCK section of this prospectus supplement and the DESCRIPTION OF CAPITAL STOCK and VIRGINIA STOCK CORPORATION ACT AND THE ARTICLES AND THE BYLAWS sections of the accompanying base prospectus contain more detailed information regarding our common stock. The following summary is qualified in its entirety by reference to the more detailed information appearing elsewhere in this prospectus supplement and in the accompanying base prospectus.

DOMINION

Dominion, headquartered in Richmond, Virginia and incorporated in Virginia in 1983, is one of the nation's largest producers and transporters of energy. Our strategy is to be a leading provider of electricity, natural gas and related services to customers primarily in the eastern region of the U.S.

Dominion is focused on expanding our investment in regulated electric generation, transmission and distribution and regulated natural gas transmission and distribution infrastructure within and around our existing footprint. Our nonregulated operations include merchant generation, energy marketing and price risk management activities and retail energy marketing operations. Our operations are conducted through various subsidiaries, including Virginia Power, a regulated public utility that generates, transmits and distributes electricity for sale in Virginia and northeastern North Carolina.

Dominion's address and telephone number are: 120 Tredegar Street, Richmond, Virginia 23219, Telephone (804) 819-2000.

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THE OFFERING

Securities Offered	Shares of common stock having an aggregate offering price of up to \$500,000,000.
Use of Proceeds	We intend to use the net proceeds from this offering for general corporate purposes including repayment of debt and funding capital expenditures. Affiliates of each of the sales agents participate in our credit facilities. As a result, such affiliates may receive a portion of the net proceeds of this offering through the repayment of those borrowings if we decide to pay down such indebtedness.
New York Stock Exchange Symbol	D

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RISK FACTORS

Investing in our common stock involves risks. Some of these risks relate to our business and some relate to this offering. In consultation with your own financial and legal advisers, you should carefully consider, among other matters, the discussion of risks that we have incorporated by reference herein and set forth below before deciding whether an investment in our common stock is suitable for you.

Risks Relating to Our Business

Our business is influenced by many factors that are difficult to predict, involve uncertainties that may materially affect actual results and are often beyond our control. We have identified and will in the future identify a number of these factors under the heading "Risk Factors" in our reports on Forms 10-K, 10-Q and 8-K incorporated by reference herein or in other offering materials. See WHERE YOU CAN FIND MORE INFORMATION on page S-4.

Risks Relating to this Offering

The price of our common stock may be adversely affected by the issuance and sale of our common stock, including pursuant to the sales agency agreements. We cannot predict the effect that future issuances or sales of our common stock, if any, including those made pursuant to the sales agency agreements, may have on the market price for our common stock. In addition, the sales agents, as agents for sales under the sales agency agreements, will not engage in any transactions that stabilize the price of our common stock. The issuance and sale of substantial amounts of common stock, including issuances and sales pursuant to the sales agency agreements, could adversely affect the market price of our common stock.

USE OF PROCEEDS

We intend to use the net proceeds from this offering for general corporate purposes including repayment of debt and funding capital expenditures. Affiliates of each of the sales agents participate in our credit facilities. As a result, such affiliates may receive a portion of the net proceeds of this offering through the repayment of those borrowings if we decide to pay down such indebtedness.

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Table of Contents**COMMON STOCK PRICE RANGE AND DIVIDENDS**

Our common stock is listed on the New York Stock Exchange under the symbol D. The following table sets forth the range of intra-day high and low sale prices, as reported on the New York Stock Exchange and the cash dividends declared on the common stock for the periods indicated:

	Price Range		Dividends
	High	Low	
2009			
First Quarter	\$ 37.18	\$ 27.15	\$ 0.4375
Second Quarter	33.93	28.70	0.4375
Third Quarter	34.84	32.10	0.4375
Fourth Quarter	39.79	33.15	0.4375
2010			
First Quarter	\$ 41.61	\$ 36.12	\$ 0.4575
Second Quarter	42.56	38.05	0.4575
Third Quarter	44.94	38.59	0.4575
Fourth Quarter	45.12	41.13	0.4575
2011			
First Quarter	\$ 46.56	\$ 42.06	\$ 0.4925
Second Quarter	48.55	43.27	0.4925
Third Quarter	51.44	44.50	0.4925
Fourth Quarter	53.59	48.21	0.4925
2012			
First Quarter (through February 24, 2012)	\$ 53.68	\$ 48.87	\$ 0.5275

On February 24, 2012, the last reported sale price of the common stock on the New York Stock Exchange was \$51.32 per share.

Dividends on our common stock are paid as declared by Dominion's board of directors. On January 20, 2012, our board of directors declared a quarterly dividend of \$0.5275 cents per share payable on March 20, 2012 to shareholders of record on March 2, 2012. Dividends are typically paid on the 20th of March, June, September and December. Dividends can be paid by check or electronic deposit, or may be reinvested.

As of December 31, 2011, we had approximately 570 million shares of common stock outstanding and there were approximately 142,000 registered holders of our common stock, including approximately 48,000 certificate holders.

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DESCRIPTION OF COMMON STOCK

See DESCRIPTION OF CAPITAL STOCK in the accompanying base prospectus for a summary description of our common stock.

We, along with Continental Stock Transfer & Trust Company, are transfer agent and registrar for our common stock.

PLAN OF DISTRIBUTION

We have entered into a separate sales agency agreement with each of BNY Mellon Capital Markets, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman, Sachs & Co. and Morgan Stanley & Co. LLC as our sales agents under which we may offer and sell from time to time shares of our common stock having an aggregate offering price of up to \$500,000,000 through, at our discretion, any of the sales agents. Sales of the shares, if any, will be made in (i) privately negotiated transactions (if and only if we and the sales agents have so agreed in writing), or (ii) by any other method or payment permitted by law deemed to be an at the market offering as defined in Rule 415 of the Securities Act, including sales made directly on the New York Stock Exchange or sales made to or through a market maker or through an electronic communications network. Nothing in the sales agency agreements shall be deemed to require us or the sales agents to agree to the method of offer and sale specified in clause (i) above, and any party may withhold its consent thereto in such party's sole discretion. As our sales agents, BNY Mellon Capital Markets, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman, Sachs & Co. and Morgan Stanley & Co. LLC will not engage in any transactions that stabilize our common stock. An affiliate of BNY Mellon Capital Markets, LLC, The Bank of New York Mellon, serves as trustee under the indentures for our and Virginia Power's senior and subordinated debt.

Each sales agent will offer shares of our common stock subject to the terms and conditions of its sales agency agreement with us. We will designate the minimum price per share at which the shares may be sold and the maximum amount of shares of common stock to be sold through the sales agents on a daily basis or otherwise determine such maximum amount together with the sales agents. Subject to the terms and conditions of its sales agency agreement with us, each sales agent, as applicable, will use its commercially reasonable efforts to sell as our sales agent and on our behalf, all of the designated shares of common stock. We or any of the sales agents may suspend the offering of shares of common stock being made through the sales agents under the sales agency agreements upon proper notice to the other party.

Each sales agent will receive from us a commission equal to 1.00% of the gross sales price per share for any shares sold through it as our sales agent under its sales agency agreement with us. The remaining sales proceeds, after deducting transaction fees imposed by any governmental, regulatory, or self-regulatory organization in connection with the sales, will equal our net proceeds for the sale of such shares. We have agreed to reimburse the agents for certain of their legal and other expenses in certain circumstances.

Each sales agent will provide written confirmation to us following the close of trading on the New York Stock Exchange each day in which shares of common stock are sold by such sales agent for us under its sales agency agreement with us. Each confirmation will include the number of shares sold on that day, the gross sales price per share, the net proceeds to us and the compensation payable by us to the applicable sales agent.

Settlement for sales of common stock will occur, unless the parties agree otherwise, on the third business day following the date on which any sales were made against payment of the net proceeds to us. There is no arrangement for funds to be received in an escrow, trust or similar arrangement.

We will deliver to the New York Stock Exchange copies of this prospectus supplement pursuant to the rules of the exchange. We will report at least quarterly the number of shares of common stock sold through the sales agents under the sales agency agreements, the net proceeds to us and the compensation paid by us to the sales agents in connection with the sales of common stock.

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In connection with the sale of the common stock on our behalf, each of the sales agents may be deemed to be an underwriter within the meaning of the Securities Act of 1933, as amended (the Securities Act), and the compensation paid to the sales agents may be deemed to be underwriting commissions or discounts. We have agreed in the sales agency agreements to provide indemnification and contribution to each of the sales agents against certain civil liabilities, including liabilities under the Securities Act.

The sales agents and their affiliates have performed investment banking, commercial banking and advisory services for us from time to time for which they have received customary fees and expenses. The sales agents may, from time to time in the future, engage in transactions with and perform services for us in the ordinary course of business. Affiliates of each of the sales agents participate in our credit facilities. As a result, such affiliates may receive a portion of the net proceeds of this offering through the repayment of those borrowings if we decide to pay down such indebtedness.

If any of the sales agents or we have reason to believe that the exemptive provisions set forth in Rule 101(c)(1) of Regulation M under the Exchange Act are not satisfied, that party will promptly notify the other and sales of common stock under the sales agency agreements will be suspended until that or other exemptive provisions have been satisfied in the judgment of the sales agents and us.

The offering of common stock pursuant to each of the sales agency agreements will terminate upon the termination of each respective sales agency agreement, pursuant to its terms, by each respective sales agent or us.

We estimate that the total expenses of the offering payable by us, excluding discounts and commissions payable to the sales agents under the sales agency agreements, will be approximately \$150,000.

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LEGAL MATTERS

Certain legal matters in connection with this common stock offering will be passed upon for us by McGuireWoods LLP, and for the sales agents by Troutman Sanders LLP, which also performs certain legal services for us and our other affiliates on other matters.

EXPERTS

The consolidated financial statements incorporated in this prospectus supplement by reference from Dominion Resources, Inc.'s Annual Report on Form 10-K and the effectiveness of Dominion Resources, Inc.'s internal control over financial reporting have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports, which are incorporated herein by reference. Such consolidated financial statements have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

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PROSPECTUS

DOMINION RESOURCES, INC.

120 Tredegar Street

Richmond, Virginia 23219

(804) 819-2000

Senior Debt Securities

Junior Subordinated Debentures

Junior Subordinated Notes

Trust Preferred Securities and Related Guarantee

Common Stock

Preferred Stock

Stock Purchase Contracts

Stock Purchase Units

From time to time, we may offer and sell our securities. The securities we may offer may be convertible into or exercisable or exchangeable for other securities of the Company.

We will file prospectus supplements and may provide other offering materials that furnish specific terms of the securities to be offered under this prospectus. The terms of the securities will include the initial offering price, aggregate amount of the offering, listing on any securities exchange or quotation system, investment considerations and the agents, dealers or underwriters, if any, to be used in connection with the sale of the securities. You should read this prospectus and any supplement or other offering materials carefully before you invest.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

This prospectus is dated January 27, 2012.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission (SEC) utilizing a shelf registration process. Under this shelf process, we may, from time to time, sell either separately or in units any combination of the securities described in this prospectus in one or more offerings up to an unspecified dollar amount. This prospectus provides you with a general description of the securities we may offer. Each time we sell securities, we will provide a prospectus supplement or other offering materials that will contain specific information about the terms of that offering. Material United States federal income tax considerations applicable to the offered securities will also be discussed in the applicable prospectus supplement or other offering materials as necessary. The prospectus supplement or other offering materials may also add, update or change information contained in this prospectus. You should read both this prospectus, any prospectus supplement or other offering materials together with additional information described under the heading **WHERE YOU CAN FIND MORE INFORMATION**. When we use the terms *we*, *our*, *us*, *Dominion* or the *Company* in this prospectus, we are referring to Dominion Resources, Inc. and not Dominion Resources Capital Trust IV.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our file number with the SEC is 001-08489. Our SEC filings are available to the public over the Internet at the SEC's web site at <http://www.sec.gov>. You may also read and copy any document we file at the SEC's public reference room in Washington, D.C. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. You may also read and copy these documents at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. Our combined filings with the SEC present separate filings by Virginia Electric and Power Company (Virginia Power) and the Company. Information contained therein relating to an individual registrant is filed by that registrant on its own behalf and each registrant makes no representation as to information relating to the other registrant. The information incorporated by reference is considered to be part of this prospectus, and later information that we file with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings made with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, except those portions of filings that relate to Virginia Power as a separate registrant, until we sell all of the securities:

Annual Report on Form 10-K for the year ended December 31, 2010;

Quarterly Reports on Form 10-Q for the quarters ended March 31, 2011; June 30, 2011; and September 30, 2011;

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Current Reports on Form 8-K, filed January 21, 2011, March 7, 2011, May 13, 2011, August 5, 2011, August 15, 2011, October 3, 2011, December 1, 2011, December 14, 2011 and January 20, 2012; and

the description of our common stock contained in our Current Report on Form 8-K, filed December 5, 2008.

You may request a copy of these filings at no cost, by writing or telephoning us at: Corporate Secretary, Dominion Resources, Inc., 120 Tredegar Street, Richmond, Virginia 23219, (804) 819-2000.

You should rely only on the information contained in this prospectus or to which this prospectus refers you. We have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. This prospectus may only be used where it is legal to sell these securities. The information which appears in this prospectus and which is incorporated by reference in this prospectus may only be accurate as of the date of this prospectus or the date of the document in which incorporated information appears. Our business, financial condition, results of operations and prospects may have changed since that date.

SAFE HARBOR AND CAUTIONARY STATEMENTS

This prospectus or other offering materials may contain or incorporate by reference forward-looking statements. Examples include discussions as to our expectations, beliefs, plans, goals, objectives and future financial or other performance. These statements, by their nature, involve estimates, projections, forecasts and uncertainties that could cause actual results or outcomes to differ substantially from those expressed in the forward-looking statements. Factors that could cause actual results to differ from those in the forward-looking statements may accompany the statements themselves; generally applicable factors that could cause actual results or outcomes to differ from those expressed in the forward-looking statements will be discussed in our reports on Forms 10-K, 10-Q and 8-K incorporated by reference herein and in prospectus supplements and other offering materials.

By making forward-looking statements, we are not intending to become obligated to publicly update or revise any forward-looking statements whether as a result of new information, future events or other changes. Readers are cautioned not to place undue reliance on any forward-looking statements, which speak only as at their dates.

DOMINION

Dominion, headquartered in Richmond, Virginia, is one of the nation's largest producers and transporters of energy. Dominion also operates the nation's largest natural gas storage network and serves retail energy customers in 15 states.

We currently manage our operations through three primary business segments that are designed to streamline operations and position us for long-term growth in the competitive energy marketplace by focusing on our electric and gas products and services. They are:

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Dominion Energy Dominion Energy manages our natural gas transmission, gathering and storage pipeline and a natural gas storage network. This business segment includes our Ohio regulated natural gas distribution operations that serve residential, commercial and industrial gas sales and transportation customers. Dominion Energy also operates our Cove Point, Maryland liquefied natural gas import and storage facility. In addition, it oversees our producer services, which aggregates gas supply, engages in trading and marketing activities, provides market-based services related to fuel and gas supply management, and supplies price risk management services to Dominion affiliates.

Dominion Generation Dominion Generation manages our portfolio of merchant and regulated utility electric power generation and guides our generation growth strategy and energy trading and marketing activities associated with our generation assets. The generation mix is diversified and includes coal, nuclear, gas, oil, renewables and purchased power. Our electric generation operations currently focus on serving customers in the energy intensive Northeast, Mid-Atlantic and Midwest regions of the United States.

Dominion Virginia Power Dominion Virginia Power manages our regulated electric distribution and electric transmission operations in Virginia and northeastern North Carolina, as well as our nonregulated retail energy marketing and regulated and nonregulated customer service operations. Our regulated electric distribution operations serve residential, commercial, industrial and governmental customer accounts in Virginia and northeastern North Carolina; and our nonregulated retail energy marketing operations serve customer accounts in the Northeast, Mid-Atlantic, South and Midwest.

Principal Subsidiaries

Our principal direct, legal subsidiaries include Virginia Power, a regulated public utility that generates, transmits and distributes electricity for sale in Virginia and northeastern North Carolina; Dominion Energy, Inc., which is involved in merchant generation, energy marketing and price risk management activities; Dominion Transmission, Inc., which operates a regulated interstate natural gas transmission pipeline and underground storage system in the Northeast, mid-Atlantic and Midwest states and Virginia Power Energy Marketing, Inc., which provides fuel, gas supply management and risk management services to other Dominion affiliates and engages in energy trading activities.

In addition, two of the Company's other operating subsidiaries include Dominion Retail, Inc., which conducts our nonregulated retail energy marketing operations and The East Ohio Gas Company, our Ohio regulated natural gas distribution subsidiary.

For additional information about us, see WHERE YOU CAN FIND MORE INFORMATION on page 2.

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THE TRUST

Dominion Resources Capital Trust IV is a statutory trust formed under Delaware law by us, as sponsor for the Trust, and BNY Mellon Trust of Delaware (successor to Chase Bank USA, National Association (formerly known as Chase Manhattan Bank USA, National Association)), who will serve as trustee in the State of Delaware for the purpose of complying with the provisions of the Delaware Statutory Trust Act. The trust agreement for the Trust will be amended and restated substantially in the form filed as an exhibit to the registration statement, effective when securities of the Trust are initially issued. The amended trust agreement will be qualified as an indenture under the Trust Indenture Act of 1939.

The Trust exists for the exclusive purposes of

issuing two classes of trust securities, Trust Preferred Securities and trust common securities, which together represent undivided beneficial interests in the assets of the Trust;

investing the gross proceeds of the trust securities in the applicable series of our Debt Securities;

acquiring such other assets or making such other investments as may be described in any prospectus supplement;

making distributions; and

engaging in only those other activities necessary, advisable or incidental to the purposes listed above.

The applicable series of Debt Securities will be the sole assets of the Trust, and our payments under the applicable series of Debt Securities issued to the Trust and our payments of costs, expenses and liabilities of the Trust (except withholding taxes and the Trust's obligations to the holders of the Trust's securities) will be the sole revenue of the Trust.

No separate financial statements of the Trust are included in this prospectus. We believe that these financial statements would not be material to holders of the Trust Preferred Securities because the Trust has no independent operations and the purpose of the Trust is as described above. The Trust is not required to file annual, quarterly or current reports with the SEC.

The principal place of business of the Trust will be c/o Dominion Resources, Inc., 120 Tredegar Street, Richmond, Virginia 23219.

USE OF PROCEEDS

Unless otherwise indicated in the applicable prospectus supplement or other offering materials, we will use the net proceeds from the sale of the securities offered by this prospectus to finance capital expenditures and future acquisitions and to retire or redeem debt securities issued by us and for other general corporate purposes which may include the repayment of commercial paper and debt under any of our credit facilities.

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For purposes of this ratio, earnings are determined by adding distributed income of equity investees and fixed charges (excluding interest capitalized) to income from continuing operations including noncontrolling interests before income taxes after eliminating the equity in earnings or losses of equity investees. These earnings are then divided by total fixed charges. Fixed charges consist of interest charges (without reduction for Allowance for Funds Used During Construction) on long-term and short-term debt, interest capitalized, the portion of rental expense that is representative of the interest factor and preferred stock dividends of consolidated subsidiaries (grossed-up by a factor of pre-tax net income divided by net income).

The ratio of earnings to fixed charges presented below shall also serve to represent the ratio of preference dividends to earnings.

The ratio of earnings to fixed charges for each of the periods indicated is as follows:

Nine Months Ended	Twelve Months	Years Ended December 31,				
	Ended					
September 30,	September 30,					
2011 (a)	2011 (b)	2010 (c)	2009 (d)	2008 (e)	2007 (f)	2006 (g)
3.35	3.27	6.10	2.76	3.53	4.26	2.93

- (a) Earnings for the nine months ended September 30, 2011 include a \$121 million of restoration costs associated with Hurricane Irene; a \$57 million impairment of excess emission allowances resulting from a new EPA Air Pollution Rule; a \$55 million of impairment charges related to our State Line merchant power stations; a \$33 million for severance and other costs resulting from expected closings of our Salem Harbor and State Line merchant generation plants; a \$21 million of earthquake related costs, largely related to inspections following the safe shutdown of reactors at our North Anna nuclear power station; a \$17 million net loss related to our investments in nuclear decommissioning trust funds; and a \$20 million net charge related to other items ; partially offset by a \$24 million benefit related to litigation with the Department of Energy for spent nuclear fuel-related costs at our Millstone nuclear power station. Excluding these items from the calculation would result in a higher ratio of earnings to fixed charges for the nine months ended September 30, 2011.
- (b) Earnings for the twelve months ended September 30, 2011 include a \$121 million of restoration costs associated with Hurricane Irene; a \$57 million impairment of excess emission allowances resulting from a new EPA Air Pollution Rule; an \$86 million of impairment charges related to our Salem Harbor and State Line merchant power stations; a \$33 million for severance and other costs resulting from expected closings of our Salem Harbor and State Line merchant generation plants; a \$21 million of earthquake related costs, largely related to inspections following the safe shutdown of reactors at our North Anna nuclear power station; and a \$31 million net charge related to other items ; partially offset by a \$24 million benefit related to litigation with the Department of Energy for spent nuclear fuel-related costs at our Millstone nuclear power station. Excluding these items from the calculation would result in a higher ratio of earnings to fixed charges for the twelve months ended September 30, 2011.
- (c) Earnings for the twelve months ended December 31, 2010 include a \$2.4 billion benefit resulting from the sale of our Appalachian exploration and production (E&P) operations - primarily reflecting the gain on the sale partially offset by certain transaction costs and other related charges. Earnings for the period also include a \$338 million charge related to the workforce reduction program primarily reflecting severance pay and other benefits to affected employees, \$194 million of charges related to our State Line and Salem Harbor merchant power stations, and a \$1 million net charge related to other items. Excluding these items from the calculation would result in a lower ratio of earnings to fixed charges for the twelve months ended December 31, 2010.
- (d) Earnings for the twelve months ended December 31, 2009 include a \$455 million impairment charge as a result of the quarterly ceiling test performed on our gas and oil properties under the full cost method of accounting, a \$712 million charge in connection with the proposed settlement of Virginia Power's 2009 rate case proceeding and a \$41 million net charge related to other items. Earnings for the period also include a \$103 million reduction in other operation and maintenance expense due to a downward revision in the nuclear decommissioning asset retirement obligation for a power station that is no longer in service. Excluding these items from the calculation would result in a higher ratio of earnings to fixed charges for the twelve months ended December 31, 2009.

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- (e) Earnings for the twelve months ended December 31, 2008 include \$180 million of impairment charges reflecting other-than-temporary declines in the fair value of securities held in nuclear decommissioning trust funds, \$59 million of impairment charges related to Dominion Capital, Inc. (DCI) assets, a \$42 million reduction in the gain recognized in 2007 from the sale of the majority of our U.S. E&P businesses as a result of post-closing adjustments, and a \$30 million net charge related to other items. Excluding these items from the calculation would result in a higher ratio of earnings to fixed charges for the twelve months ended December 31, 2008.
- (f) Earnings for the twelve months ended December 31, 2007 include a \$3.6 billion gain from the disposition of the majority of our U.S. E&P operations, partially offset by \$1 billion of charges related to the disposition which are comprised of \$541 million related to the discontinuance of hedge accounting for certain gas and oil derivatives and subsequent changes in the fair value of these derivatives, \$171 million primarily related to the settlement of volumetric production payment agreements, \$242 million of charges related to the early

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retirement of debt, and \$91 million of employee-related expenses. Earnings for the period also include a \$387 million charge related to the impairment of the partially-completed Dresden generation facility; a \$231 million charge due to the termination of a power sales agreement at our State Line generating facility; \$88 million of impairment charges related to DCI assets; \$48 million of charges related to litigation reserves, and \$70 million of charges related to other items. Fixed charges for the twelve months ended December 31, 2007 include \$234 million of costs related to the early retirement of debt associated with our debt tender offer completed in July 2007. Excluding these items from the calculation would result in a lower ratio of earnings to fixed charges for the twelve months ended December 31, 2007.

- (g) Earnings for the twelve months ended December 31, 2006 include \$90 million of impairment charges related to DCI assets, a \$60 million charge due to an adjustment eliminating the application of hedge accounting related to certain interest rate swaps associated with our junior subordinated notes payable to affiliated trusts, a \$27 million charge resulting from the termination of a pipeline project in West Virginia, a \$26 million impairment charge resulting from a change in method of assessing other-than-temporary decline in the fair value of certain securities, \$17 million of incremental charges related to hurricanes Katrina and Rita, and \$12 million of net charges related to other items. Fixed charges for the twelve months ended December 31, 2006 include a \$60 million charge due to an adjustment eliminating the application of hedge accounting related to certain interest rate swaps associated with our junior subordinated notes payable to affiliated trusts. Excluding these items from the calculation would result in a higher ratio of earnings to fixed charges for the twelve months ended December 31, 2006.

DESCRIPTION OF DEBT SECURITIES

The term Debt Securities includes the Senior Debt Securities, Junior Subordinated Debentures and Junior Subordinated Notes. We will issue the Senior Debt Securities in one or more series under our Senior Indenture dated as of June 1, 2000 between us and The Bank of New York Mellon, successor to JPMorgan Chase Bank, N.A., (formerly known as The Chase Manhattan Bank) as Trustee, as amended and as supplemented from time to time. We will issue the Junior Subordinated Debentures in one or more series under our Junior Subordinated Indenture dated as of December 1, 1997 between us and The Bank of New York Mellon, successor to JPMorgan Chase Bank, N.A. (formerly known as The Chase Manhattan Bank), as Trustee, as supplemented from time to time. We will issue Junior Subordinated Notes in one or more series under our Junior Subordinated Notes Indenture dated as of June 1, 2006 between us and The Bank of New York Mellon, successor to JPMorgan Chase Bank, N.A. The indenture related to the Junior Subordinated Debentures is called the Subordinated Indenture in this prospectus and the indenture related to the Junior Subordinated Notes is called the Subordinated Indenture II; and together the Senior Indenture, the Subordinated Indenture and the Subordinated Indenture II are called Indentures. We have summarized selected provisions of the Indentures below. The Senior Indenture, the Subordinated Indenture and the Subordinated Indenture II have been filed as exhibits to the registration statement and you should read the Indentures for provisions that may be important to you. In the summary below, we have included references to section numbers of the Indentures so that you can easily locate these provisions. Capitalized terms used in the summary have the meanings specified in the Indentures.

General

The Senior Debt Securities will be our direct, unsecured obligations and will rank equally with all of our other senior and unsubordinated debt, except to the extent provided in the applicable prospectus supplement or other offering materials. The Junior Subordinated Debentures will be our unsecured obligations and are junior in right of payment to our Senior Indebtedness, as described under the caption **ADDITIONAL TERMS OF THE JUNIOR SUBORDINATED DEBENTURES** Subordination. The Junior Subordinated Notes will be our unsecured obligation and are junior in right of payment to our Priority Indebtedness, as described under the caption **ADDITIONAL TERMS OF THE JUNIOR SUBORDINATED NOTES** Subordination.

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Because we are a holding company that conducts all of our operations through our subsidiaries, our ability to meet our obligations under the Debt Securities is dependent on the earnings and cash flows of those subsidiaries and the ability of those subsidiaries to pay dividends or to advance or repay funds to us. Holders of Debt Securities will generally have a junior position to claims of creditors of our subsidiaries, including trade creditors, debtholders, secured creditors, taxing authorities, guarantee holders and any preferred stockholders. As of September 30, 2011, Virginia Power had approximately 2.59 million issued and outstanding shares of preferred stock with an aggregated liquidation preference of \$259 million. In addition, as of September 30, 2011, our subsidiaries had approximately \$7.4 billion in aggregate principal amount of outstanding long-term debt (including securities due within one year).

The Indentures do not limit the amount of Debt Securities that we may issue. We may issue Debt Securities from time to time under the Indentures in one or more series by entering into supplemental indentures or by our Board of Directors or duly authorized officers authorizing the issuance. A form of supplemental indenture to each of the Indentures is an exhibit to the registration statement.

The Indentures do not protect the holders of Debt Securities if we engage in a highly leveraged transaction.

Provisions of a Particular Series

The Debt Securities of a series need not be issued at the same time, bear interest at the same rate or mature on the same date. Unless otherwise provided in the terms of a series, a series may be reopened, without notice to or consent of any holder of outstanding Debt Securities, for issuances of additional Debt Securities of that series. The prospectus supplement or other offering mater