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UNISOURCE ENERGY CORP  
Form DEFR14A  
April 14, 2005

SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. 1)

Filed by the Registrant [X]  
Filed by a Party other than the Registrant [ ]

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential. For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

UNISOURCE ENERGY CORPORATION

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(Name of Registrant as Specified In Its Charter)  
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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:  
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(2) Aggregate number of securities to which transaction applies:  
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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):  
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(4) Proposed maximum aggregate value of transaction:  
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(5) Total fee paid:  
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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:  
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(2) Form, Schedule or Registration Statement No.:  
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(3) Filing Party:  
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(4) Date Filed:  
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AMENDMENT TO PROXY STATEMENT FOR THE  
ANNUAL SHAREHOLDERS' MEETING  
TO BE HELD ON MAY 6, 2005

To the Holders of Common Stock of  
UniSource Energy Corporation

UniSource Energy Corporation's (the Company's) proxy statement, first distributed to shareholders beginning April 6, 2005, relating to the Company's 2005 annual meeting to be held on May 6, 2005, inadvertently omitted Barclays Global Investors, NA. from the table on page [5] entitled "Security Ownership of Certain Beneficial Owners." The following information for Barclays Global Investors, NA. should have been included in that table:

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Common	Barclays Global Investors, NA. 45 Fremont Street San Francisco, CA 94105	2,377,283 (3)	6.9%