

DOMINION RESOURCES INC /VA/  
Form SC TO-I/A  
August 02, 2007

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE TO**

**Amendment No. 3**

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934**

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**DOMINION RESOURCES, INC.**

*(Name of Subject Company (Issuer))*

**DOMINION RESOURCES, INC.**

*(Names of Filing Persons (Issuer and Offeror))*

**Common Stock, Without Par Value**

*(Title of Class of Securities)*

**25746U 10 9**

*(CUSIP Number of Class of Securities)*

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**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 and Telephone Number of Persons Authorized to Receive Notices and Communications on Behalf of Filing Persons)*

*Copy to:*

**James F. Stutts  
Mark O. Webb  
Dominion Resources, Inc.  
120 Tredegar Street  
Richmond, Virginia 23219**

**Jane Whitt Sellers  
McGuireWoods LLP  
One James Center  
Richmond, Virginia 23219-4030**

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**CALCULATION OF FILING FEE**

**Transaction Valuation\***  
**\$5,060,000,000**

**Amount of Filing Fee\*\***  
**\$155,342**

- \* Estimated for purposes of calculating the amount of the filing fee only, this amount is based on the purchase of 55,000,000 shares of common stock at the maximum tender offer price of \$92.00 per share.
- \*\* The amount of the filing fee, calculated in accordance with the Securities Exchange Act of 1934, as amended, equals \$30.70 per million dollars of the value of the transaction. Fees previously paid.
- “ Check the box if any part of the filing fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

**Amount Previously Paid: N/A  
Form or Registration No.: N/A**

**Filing Party: N/A  
Date Filed: N/A**

“ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transaction to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: “

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**INTRODUCTION**

This Amendment No. 3 (the Amendment ) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the SEC ) on July 10, 2007, as amended and supplemented by Amendment No. 1 to the Schedule TO filed with the SEC on July 13, 2007 and Amendment No. 2 to the Schedule TO filed with the SEC on July 30, 2007 (collectively, the Schedule TO ) relating to the offer by Dominion Resources, Inc., a Virginia corporation (the Company ), to purchase up to 55,000,000 shares of its common stock, without par value, at a price not greater than \$92.00 nor less than \$82.00 per share, net to the seller in cash, without interest and less any applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated July 10, 2007 (the Offer to Purchase ) and in the related Letter of Transmittal (the Letter of Transmittal ). The information contained in the Offer to Purchase and the related Letter of Transmittal, which were previously filed with the Schedule TO, is incorporated by reference into this Amendment, except that such information is hereby amended and supplemented to the extent specifically provided herein.

**ITEMS 1 9 and ITEM 11.**

Items 1 through 9 and Item 11 of the Schedule TO, which incorporate by reference the information contained in the Offer to Purchase, a copy of which was filed with the Schedule TO as exhibit (a)(1)(A), are hereby amended as follows:

In Section 10 ( Certain Information Concerning the Company ) of the Offer to Purchase, under the subheading *Incorporation by Reference* , the list of Current Reports on Form 8-K that are incorporated by reference is hereby amended to add the Company s Current Report on Form 8-K filed August 1, 2007, as follows:

Current Reports on Form 8-K Filed on January 31, 2007 (with respect to Item 5.02), February 13, 2007, March 2, 2007, April 5, 2007, April 30, 2007, June 1, 2007, June 7, 2007, June 15, 2007, June 25, 2007, July 3, 2007, July 6, 2007, July 9, 2007, July 9, 2007, July 13, 2007, August 1, 2007 and August 2, 2007.

**ITEM 12. EXHIBITS.**

Item 12 of the Schedule TO is hereby amended by adding the following exhibit:

(a)(5)(D) \* Transcript of the Company s earnings conference call on August 1, 2007.

\* Filed herewith

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 2, 2007

DOMINION RESOURCES, INC.

By: /s/ Mark O. Webb

Name: Mark O. Webb

Title: Deputy General Counsel  
(Authorized Signatory)

**Exhibit Index**

- (a)(1)(A)\* Offer to Purchase dated July 10, 2007
- (a)(1)(B)\* Letter of Transmittal
- (a)(1)(C)\* Notice of Guaranteed Delivery
- (a)(1)(D)\* Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated July 10, 2007
- (a)(1)(E)\* Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated July 10, 2007
- (a)(1)(F)\* Summary Advertisement dated July 10, 2007
- (a)(1)(G)\* Letter to Dominion Savings Plans Participants
- (a)(2) Not Applicable
- (a)(3) Not Applicable
- (a)(4) Not Applicable
- (a)(5)(A)\* CEO Letter to Dominion Savings Plans Participants
- (a)(5)(B)\* CEO Letter to Shareholders
- (a)(5)(C)\* Press Release dated July 10, 2007, announcing commencement of the Tender Offer.
- (a)(5)(D)\* Transcript of the Company's earnings conference call on August 1, 2007.
- (b) Not Applicable
- (d)(1) Dominion Resources, Inc. Executive Supplemental Retirement Plan, as amended and restated effective December 17, 2004 (Exhibit 10.5, Form 8-K filed December 23, 2004, File No. 1-8489, incorporated by reference).
- (d)(2) Dominion Resources, Inc. Incentive Compensation Plan, effective April 22, 1997, as amended and restated effective July 20, 2001 (Exhibit 10.1, Form 10-Q for the quarter ended June 30, 2001, File No. 1-8489, incorporated by reference).
- (d)(3) Dominion Resources, Inc. 2005 Incentive Compensation Plan (Exhibit 10, Form 8-K filed March 3, 2005, File No. 1-8489, incorporated by reference).
- (d)(4) Form of Employment Continuity Agreement for certain officers of Dominion, amended and restated July 15, 2003 (Exhibit 10.1, Form 10-Q for the quarter ended June 30, 2003, File No. 1-8489, incorporated by reference), as amended March 31, 2006 (Form 8-K filed April 4, 2006, File No. 1-8489, incorporated by reference).
- (d)(5) Dominion Resources, Inc. Retirement Benefit Funding Plan, effective June 29, 1990 as amended and restated September 1, 1996 (Exhibit 10(iii), Form 10-Q for the quarter ended June 30, 1997, File No. 1-8489, incorporated by reference).
- (d)(6) Dominion Resources, Inc. Retirement Benefit Restoration Plan, as amended and restated effective December 17, 2004 (Exhibit 10.6, Form 8-K filed December 23, 2004, File No. 1-8489, incorporated by reference).
- (d)(7) Dominion Resources, Inc. Executives' Deferred Compensation Plan, amended and restated effective December 17, 2004 (Exhibit 10.7, Form 8-K filed December 23, 2004, File No. 1-8489, incorporated by reference).
- (d)(8) Dominion Resources, Inc. New Executive Supplemental Retirement Plan, effective January 1, 2005 (Exhibit 10.8, Form 8-K filed December 23, 2004, File No. 1-8489, incorporated by reference), amended January 19, 2006 (Exhibit 10.17, Form 10-K for the fiscal year ended December 31, 2005).

- File No. 1-8489, incorporated by reference), as amended December 1, 2006 (Exhibit 10.17, Form 10-K for the fiscal year ended December 31, 2006, File No. 1-8489, incorporated by reference) and further amended January 1, 2007 (Exhibit 10.17, Form 10-K for the fiscal year ended December 31, 2006, File No. 1-8489, incorporated by reference).
- (d)(9) Dominion Resources, Inc. New Retirement Benefit Restoration Plan, effective January 1, 2005 (Exhibit 10.9, Form 8-K filed December 23, 2004, File No. 1-8489, incorporated by reference), as amended January 1, 2007 (Exhibit 10.18, Form 10-K for the fiscal year ended December 31, 2006, File No. 1-8489, incorporated by reference).
- (d)(10) Dominion Resources, Inc. Stock Accumulation Plan for Outside Directors, amended as of February 27, 2004 (Exhibit 10.15, Form 10-K for the fiscal year ended December 31, 2003, incorporated by reference); amended effective December 31, 2004 (Exhibit 10.1, Form 8-K filed December 23, 2004, File No. 1-8489, incorporated by reference).
- (d)(11) Dominion Resources, Inc. Directors Stock Compensation Plan, as amended February 27, 2004 (Exhibit 10.16, Form 10-K for the fiscal year ended December 31, 2003, incorporated by reference); amended effective December 31, 2004 (Exhibit 10.2, Form 8-K filed December 23, 2004, File No. 1-8489, incorporated by reference).
- (d)(12) Dominion Resources, Inc. Directors Deferred Cash Compensation Plan, as amended and in effect September 20, 2002 (Exhibit 10.4, Form 10-Q for the quarter ended September 30, 2002, incorporated by reference); amended effective December 31, 2004 (Exhibit 10.3, Form 8-K filed December 23, 2004, File No. 1-8489, incorporated by reference).
- (d)(13) Dominion Resources, Inc. Non-Employee Directors Compensation Plan, effective January 1, 2005 (Exhibit 10.4, Form 8-K filed December 23, 2004, File No. 1-8489, incorporated by reference).
- (d)(14) Dominion Resources, Inc. Leadership Stock Option Plan, effective July 1, 2000, as amended and restated effective July 20, 2001 (Exhibit 10.2, Form 10-Q for the quarter ended June 30, 2001, File No. 1-8489, incorporated by reference).
- (d)(15) Dominion Resources, Inc. Executive Stock Purchase Tool Kit, effective September 1, 2001, amended and restated December 16, 2005 (Exhibit 10.2, Form 8-K filed December 12, 2005, File No. 1-8489, incorporated by reference).
- (d)(16) Dominion Resources, Inc. Security Option Plan, effective January 1, 2003, amended December 31, 2004 and restated effective January 1, 2005 (Exhibit 10.13, Form 8-K filed December 23, 2004, File No. 1-8489, incorporated by reference).
- (d)(17) Letter agreement between Dominion and Thomas F. Farrell, II, dated February 27, 2003 (Exhibit 10.24, Form 10-K for the fiscal year ended December 31, 2002, File No. 1-8489, incorporated by reference), as amended December 16, 2005 (Exhibit 10.1, Form 8-K filed December 16, 2005, File No. 1-8489, incorporated by reference).
- (d)(18) Letter agreement between Dominion and Thomas N. Chewning, dated February 28, 2003 (Exhibit 10.25, Form 10-K for the fiscal year ended December 31, 2002, File No. 1-8489, incorporated by reference).
- (d)(19) Offer of employment dated March 16, 2001 between Dominion and Duane C. Radtke (Exhibit 10.26, Form 10-K for the fiscal year ended December 31, 2002, File No. 1-8489, incorporated by reference).
- (d)(20) Supplemental retirement agreement, dated October 15, 2004 between Dominion and Duane C. Radtke (Exhibit 10, Form 8-K filed October 19, 2004, File No. 1-8489, incorporated by reference).
- (d)(21) Supplemental letter agreement, dated January 26, 2007 between Dominion and Duane C. Radtke (Exhibit 10.1, Form 8-K filed January 31, 2007, File No. 1-8489, incorporated by reference).
- (d)(22) Employment agreement dated February 13, 2007 between Dominion Resources Services, Inc. and Mark F. McGettrick (Exhibit 10.34, Form 10-K for the fiscal year ended December 31, 2006, File No. 1-8489, incorporated by reference).
- (d)(23) Supplemental retirement agreement dated April 22, 2005 between Dominion and Mark F. McGettrick (Exhibit 10.36, Form 10-K for the fiscal year ended December 31, 2005, File No. 1-8489, incorporated by reference).