

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)
 Director () 10% Owner
() Officer (give title below) () Other (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)
 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 of Derivative Security | Deriv- ative Security | tion Date (Month/ Day/Year) | tion Code | Acquired (A) Disposed (D) (A) (D) | Derivative Securities Date Exercisable and Expiration Date (Month/Day/Year) | Title and Amount of Underlying Securities or Number of Shares | P D S |
| | | | | | | | |

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

Explanation of Responses:

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

DATE
03/14/2002