

DOMINION RESOURCES INC /VA/  
Form S-8 POS  
December 19, 2014

File No. 333-124256

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**DOMINION RESOURCES, INC.**

**(Exact name of registrant as specified in its charter)**

**Virginia**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**54-1229715**  
**(I.R.S. Employer**  
**Identification No.)**

**120 Tredegar Street**

**Richmond, Virginia 23219**

**(804) 819-2000**

**(Address of registrant's principal executive offices, including zip code)**

**Dominion Resources, Inc. 2005 Incentive Compensation Plan**

**(Full Title of the Plan)**

**Carter M. Reid, Senior Vice President Chief Administrative and Compliance Officer  
and Corporate Secretary**

**Karen W. Doggett, Assistant Corporate Secretary**

**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 of service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**DEREGISTRATION**

In its Registration Statement on Form S-8 (File No. 333-124256), Dominion Resources, Inc. (Dominion) registered 30,000,000 shares of its common stock (15,000,000 shares prior to the two-for-one stock split approved by the Board of Directors on November 19, 2007), without par value, for issuance to participants in the Dominion Resources, Inc. 2005 Incentive Compensation Plan (the Plan). The Plan is no longer offered and Dominion hereby deregisters 25,304,147 shares of common stock as to which no incentive awards are outstanding and which, consequently, will not be issued under the Plan; provided that the registration statement will remain effective for shares to be issued in accordance with the terms of outstanding incentive awards.

**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-8, 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 19<sup>th</sup> day of December, 2014.

**DOMINION RESOURCES, INC.**

By:            /s/    MARK O. WEBB  
                              Mark O. Webb  
                              Attorney-in-Fact