

DOMINION RESOURCES INC /VA/  
Form 8-K  
February 15, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of report (Date of earliest event reported) February 15, 2006

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**Dominion Resources, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

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

**1-8489**  
(Commission File Number)

**54-1229715**  
(IRS Employer  
Identification No.)

**120 Tredegar Street**  
**Richmond, Virginia**  
(Address of Principal Executive Offices)

**232219**  
(Zip Code)

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Registrant's Telephone Number, Including Area Code (804) 819-2000

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

On February 15, 2006, Dominion Resources, Inc. (Dominion) established the Reset Rate, as determined by Citigroup Capital Markets Inc. (Citigroup), for its 2002 Series A 5.75% Senior Notes due May 15, 2008 under a Remarketing Agreement dated March 20, 2002, as amended January 30, 2006, between Citigroup and Dominion. On and after February 21, 2006, the Senior Notes will bear interest at 5.687%. The total principal amount outstanding of the Senior Notes is \$330,000,000.

**Item 9.01 Financial Statements and Exhibits.**

**Exhibits**

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- 4 First Amended and Restated Remarketing Agreement, dated as of January 30, 2006, between Dominion Resources, Inc. and Citigroup Global Markets Inc. (as successor to Salomon Smith Barney Inc.) (filed herewith).
- 8 Tax Opinion of McGuireWoods LLP (filed herewith).

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**DOMINION RESOURCES, INC.**

**Registrant**

*/s/ Patricia A. Wilkerson*

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Name: Patricia A. Wilkerson

Title: Vice President and Corporate Secretary

Date: February 15, 2006