

DOMINION RESOURCES INC /VA/
Form DEF 14A
March 14, 2006
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

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Dominion Resources Inc.

(Name of Registrant as Specified In Its Charter)

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Notice of Annual Meeting

Dominion Resources, Inc.

P.O. Box 26532

Richmond, Virginia 23261

March 14, 2006

Dear Fellow Shareholder:

On Friday, April 28, 2006, Dominion Resources, Inc. will hold its Annual Meeting of Shareholders in the Lecture Hall at the Greater Richmond Convention Center, 403 North 3rd Street, Richmond, Virginia. The meeting will begin at 9:30 a.m. Eastern Daylight Time. Only shareholders who owned stock at the close of business on February 24, 2006 may vote at this meeting or any adjournments that may take place. At the meeting we propose to:

Elect 14 directors;

Ratify the appointment of independent auditors for the audit of the 2006 financial statements and internal controls over financial reporting;

Consider three shareholder proposals, if presented; and

Attend to other business properly presented at the meeting.

This proxy statement and our 2005 Annual Report will be mailed or be available to you on approximately March 15, 2006. For information on attending the meeting, please see page 3. I hope you will be able to attend, but even if you cannot, please vote your proxy as soon as possible.

By order of the Board of Directors,

Patricia A. Wilkerson
Vice President and Corporate Secretary

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Proxy Process

Your Board of Directors is soliciting this proxy for the 2006 Annual Meeting of Shareholders and recommends that you vote **FOR**:

all the Director nominees; and

ratification of the appointment of Deloitte & Touche LLP as our independent auditors for 2006.

Your Board recommends that you vote **AGAINST** the shareholder proposals presented on pages 22, 23 and 24.

Record Date

All shareholders that owned common stock at the close of business on February 24, 2006 are entitled to vote at the Annual Meeting. There were 347,502,895 shares of Dominion Resources, Inc. common stock outstanding on that date.

Householding

For registered shareholders and Dominion Direct[®] participants, a single copy of the annual report has been sent to multiple shareholders who reside at the same address. Any shareholder who would like to receive a separate annual report may call or write us at the address below, and we will promptly deliver it.

If you received multiple copies of the annual report and would like to receive combined mailings in the future, please contact us at the address below. Shareholders who hold their shares in street name an account with a broker or a bank should contact their broker regarding combined mailings.

Dominion Resources, Inc.

Shareholder Services

P.O. Box 26532

Richmond, VA 23261

1-800-552-4034

shareholder_services@dom.com

Electronic Delivery

Registered shareholders and Dominion Direct[®] participants can elect to view future proxy statements and annual reports on the Internet by marking the appropriate box on your proxy card or by following the instructions provided when voting by Internet or by telephone. If you choose this option, you will receive a proxy card by mail, along with instructions on how to access the proxy statement and annual report at a specific Internet site. Your choice will remain in effect until you notify Dominion that you wish to resume mail delivery of these documents. If you hold your shares in street name, please refer to the information provided by your bank or broker for instructions on how to elect this option. If you elect to receive your proxy statement and annual report via the Internet, you can still request paper copies by contacting us at the email or postal address or phone number above.

Voting

Methods. You may vote in person at the Annual Meeting or by proxy. For shares that you hold directly as a registered shareholder or shares held in Dominion Direct[®], you have three ways to vote by proxy:

1. Connect to the Internet at www.cesvote.com;
2. Call 1-888-693-8683; or
3. Complete the proxy card and mail it back to us. Complete instructions for voting your shares can be found on your proxy card.

If you vote and change your mind on any issue, you may revoke your proxy at any time before the close of voting at the Annual Meeting. There are four ways to revoke your proxy:

1. Connect to the website listed above;
2. Call 1-888-693-8683;
3. Notify our Corporate Secretary in writing one day prior to the Annual Meeting; or
4. Vote your shares at the Annual Meeting.

Beneficial Owners. If your shares are held in street name with your broker or by a nominee and you wish to vote by telephone, Internet or mail, please follow the instructions found on the Voting Instruction Card enclosed with this proxy statement. If you are a Beneficial Owner and wish to vote your shares at the Annual Meeting, you should mark the Voting Instruction Card to indicate that you plan to attend and vote your shares at the meeting. The institution that holds your shares will then provide you with a legal proxy, which will be required along with a ballot that

will be provided at the meeting.

Registered Shareholders and Dominion Direct® Participants. Your proxy card shows the number of full and fractional shares you own. If you are a participant in our Dominion Direct® stock purchase plan, the number includes shares we hold in your Dominion Direct® account. All shares will be voted according to your instructions if you properly vote your proxy by one of the methods listed above. If you sign your proxy and do not make a selection, your shares will be voted as recommended by the Board. No vote will be recorded for shares unless a properly signed proxy is returned.

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Employee Savings Plan Participants. You will receive a request for Voting Instructions from the Trustee for the Plans. The share amounts listed on that form include the full and fractional shares in your Plan account(s). You may instruct the Trustee by:

1. Connecting to the Internet at www.cesvote.com;
2. Calling 1-888-693-8683; or
3. Returning your Voting Instructions in the enclosed envelope (not to Dominion).

Complete instructions can be found on the Voting Instruction Card included with the proxy statement. Whichever method you choose, the Trustee will vote according to your instructions and will keep your vote confidential. If you do not vote your Savings Plan shares, an independent fiduciary hired by the Plan Administrator will vote your shares.

How Votes are Counted. Each of your shares will be counted as one vote. A majority of the shares outstanding on February 24, 2006 constitutes a quorum for this meeting. However, if you do not provide voting instructions to your broker, your shares will not be voted on any proposal for which your broker does not have discretionary authority to vote. New York Stock Exchange (NYSE) rules do not permit brokers discretionary authority to vote on shareholder proposals (Items 3, 4 and 5). Abstentions and broker non-votes are included in determining a quorum.

The 14 nominees for director receiving the most votes will be elected.

The ratification of the appointment of our auditor and the shareholder proposals presented on pages 22, 23 and 24 require more votes in favor than the number of votes against in order for them to be approved. Abstentions are not counted as a vote in favor or against and, therefore, will not affect the outcome of these items.

Attending the Meeting

Shareholders who plan to attend the meeting will be asked to present valid picture identification, such as a driver's license or passport. Registered shareholders must bring a Dominion Direct[®] statement or dividend check stub as proof of ownership. If you hold stock in street name, you must bring a copy of a recent brokerage statement, and if you plan to vote at the meeting, you must have a legal proxy. If you are an authorized proxy, you must present the proper documentation. Registration will begin at 8:30 a.m., and seating will be available on a first come, first served basis. Cameras (including cell phones with cameras), recording devices and other electronic devices will not be permitted at the meeting. Rules of the meeting will be printed on the back of the agenda that you will be given at the meeting.

Solicitation and Tabulation

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We will pay for soliciting proxies from our shareholders, and some of our employees may telephone shareholders after the initial mail solicitation. We also have retained Georgeson Shareholder Communications, Inc., a proxy solicitation firm, to assist in the solicitation of proxies for a fee of \$14,000 and reimbursement of expenses. In addition, we may reimburse brokerage firms and other custodians, nominees and fiduciaries for their reasonable expenses in sending proxy materials to the beneficial owners of stock. We have retained Corporate Election Services, Inc. to tabulate the proxies and to assist with the Annual Meeting.

Matters Before the 2006 Annual Meeting

Management and the Board are not aware of any matters that may come before the Annual Meeting other than the matters disclosed in this proxy statement.

Proposals for the 2007 Annual Meeting

For a shareholder proposal to be considered for possible inclusion in the 2007 Proxy Statement, Dominion's Corporate Secretary must receive it no later than close of business November 14, 2006. Shareholders should refer to Securities and Exchange Commission (SEC) rules, which set standards for eligibility and specify the types of proposals that are not appropriate for inclusion in the proxy statement.

If you wish to bring any matter (other than the nomination of director candidates) before the 2007 Annual Meeting, you must notify the Corporate Secretary in writing no later than close of business January 29, 2007. Under our bylaws, the notice must contain the following information regarding each matter:

a brief description of the business you wish to bring before the Annual Meeting, including the complete text of any related resolutions to be presented and the reasons for conducting such business at the meeting;

your name and address;

the number of shares of stock that you own; and

any material interest you have in such business.

If you do not provide the proper notice by January 29, 2007, the Chairman of the meeting may exclude the matter, and it will not be acted upon at the meeting. If the Chairman does not exclude the matter, the proxies may vote in the manner they believe is appropriate, as SEC rules allow. Dominion plans to hold its 2007 Annual Meeting on April 27, 2007.

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Governance and The Board

Each year, our Organization, Compensation and Nominating (OCN) Committee, which is charged with governance oversight, reviews the Board's governance guidelines and reports the results to the Board. This year, the Board has revised its governance guidelines to reflect certain Board practices not previously reflected in the guidelines. For example, the Board adopted stock ownership guidelines with a holding policy for Directors, reflecting the general practice of our Directors. Among other changes, the revised guidelines name the OCN Committee Chair as the lead Director; make affirmative statements that Board members are expected to attend all Board related meetings and sit on no more than five other public company Boards; and require that a director nominee submit his or her resignation if greater than 50% of the shares outstanding withhold votes on that nominee in an uncontested election. Please read the revised guidelines, which are printed in the Appendix to this proxy statement.

The Board also revised its independence standards to reflect the proposed changes to the NYSE governance standards. Simply stated, we have clearly identified the types of relationships the Board believes to be categorically immaterial to director independence. The revised standards also are printed in the Appendix and our website (www.dom.com) has a governance section that contains the Board's governance guidelines, our independence standards and our committee charters, and provides a method for shareholders to communicate directly with the non-management directors (see page 5).

Dominion's Code of Ethics, which applies to our Board of Directors, principal executive, financial and accounting officers, and all employees also can be found in the governance section of our website. Any waivers or changes to our Code of Ethics relating to our senior executives will be posted on this section of our website. You may write to the Corporate Secretary at the address found on the back cover of this proxy statement for a copy of the Code of Ethics and any of our governance documents at no charge.

Nomination Process

Nominating Committee

The OCN Committee of the Board, which is comprised entirely of independent directors (as determined by the Board in accordance with its independence standards), is responsible for reviewing the qualifications of and selecting director candidates for nomination by the Board. As stated in the Committee's charter (which is available on our website) and the Board's governance guidelines, the Committee selects candidates who represent a mix of backgrounds and experiences that will enhance the quality of the Board's deliberations and decisions. These attributes may include a candidate's character, judgment, diversity of experience, acumen and ability to act on behalf of shareholders. Business and financial experience and governmental and community service are relevant criteria. In selecting candidates, the Committee assesses and considers the Board's diversity, in its broadest sense, reflecting, but not limited to, geography, gender and ethnicity.

The Committee also considers whether a director candidate is independent in accordance with Dominion's independence standards found in the Appendix and as described under *Certain Relationships*. Based on its deliberations, the Committee recommends director candidates, the majority of whom are independent, to the Board for nomination.

Director Nominations

A current member of the Board, a member of management or a shareholder may submit director nominations to the OCN Committee. The Committee considers all nominee recommendations and uses the nomination process described above in selecting nominees. Under our bylaws, if you wish to nominate a director at a shareholders meeting you must be a shareholder and deliver written notice to our Corporate Secretary at least 60 days before the meeting. If the meeting date has not been publicly announced 70 days before the meeting, then notice can be given up to 10 days following the public announcement. Any notice must include the following information:

1. your name and address;
2. each nominee's name and address;
3. a statement that you are entitled to vote at the meeting and intend to appear in person or by proxy to nominate your nominee;
4. a description of all arrangements or undertakings between you and each nominee and any other person concerning the nomination;
5. other information about the nominee that would be included in a proxy statement soliciting proxies for the election of directors; and
6. the consent of the nominee to serve as a director.

This year the OCN Committee recommended the nominees presented on pages 10 and 11. The Committee also recommended that the Board reduce its size to 14, not filling the vacancy left by Mr. Kenneth A. Randall, who retired from the Board on December 31, 2005.

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Certain Relationships

Two of Dominion's directors, Dr. Simmons and Dr. Brown, have adult, financially independent children who are employees of Dominion's services company. Dominion and its subsidiaries have approximately 17,400 full-time employees, and the company is a significant employer in Richmond, Virginia where both of the children are employed. Both are in non-officer, professional positions for which they are qualified based on their education and experience. Both are paid within the current market rate for their position and are eligible only for company benefits available to all other employees in similar positions. The 2005 compensation for Dr. Simmons's son, S. Dallas Simmons, Jr., was \$132,091; for Dr. Brown's daughter, Francine B. Mathews, 2005 compensation was \$63,538.

Determination of Independence and Audit Committee Financial Experts

The OCN Committee evaluates all director nominees relative to Dominion's independence standards (found in the Appendix), including consideration of the matters described above under *Certain Relationships*. The Committee also considers relationships not covered by the standards that might impair a director's independence. Based on its review in January and February 2006, the Committee recommended to the full Board that all nominees except Messrs. Capps and Farrell, be determined independent. In considering the Committee's recommendations, the Board determined that Mr. Capps is not independent because of his recent employment with Dominion and that Mr. Farrell is not independent because he is a current Dominion employee. The Board also determined that neither Dr. Brown nor Dr. Simmons has a material interest in his child's employment at Dominion and therefore, such employment does not affect either director's independence. In addition, the Board determined that all members of the Audit Committee meet the additional independence requirements in the independence standards for members of that committee and that all are audit committee financial experts as defined by SEC rules.

Communications with Directors

Shareholders may communicate directly with Dominion's non-management directors in two ways – by email or by writing to them.

Email. Emails may be sent directly to our non-management directors at www.dom.com/about/governance/contact.jsp. You may direct your communications to our non-management directors as a group or to any committee of the Board. The Board has directed the Corporate Secretary or her representative to monitor the non-management directors' electronic mailbox and, as appropriate, to review, sort and summarize communications or forward certain communications (such as customer complaints) to other company personnel. All emails received in the non-management directors' electronic mailbox are treated as any emails received by Dominion. They are first isolated and scanned for viruses, malicious/disruptive code, spam/junk email and profanity, and are forwarded only if free of these items. When appropriate, the Corporate Secretary consults with the General Counsel and Audit Committee chair, who then determine whether to communicate further with the Audit Committee and/or the full Board. The non-management directors have access at all times to their electronic mailbox, as well as a report that tracks how communications have been handled.

Postal mail. Letters may be sent to the non-management directors or one or more directors by writing to the Board of Directors, c/o Corporate Secretary, Dominion Resources, Inc., P.O. Box 26532, Richmond, Virginia 23261. The same procedures described above will be followed for postal mail. Inappropriate communications (such as commercial solicitations) will not be forwarded to the Board.

Executive Sessions

As described in Dominion's revised governance guidelines, the chair of the OCN Committee leads the executive sessions of non-management, independent directors. During 2005, such sessions were conducted at the conclusion of each regularly scheduled Board meeting.

Committees & Meeting Attendance

The Board met nine times in 2005. Each Board member attended at least 80% of the Board meetings and all meetings of the committees on which he or she served. All 2005 Board nominees attended the 2005 Annual Meeting of Shareholders.

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Committee	Members	Description
Audit	David A. Wollard, <i>Chair</i> Ronald J. Calise Robert S. Jepson, Jr. Mark J. Kington Margaret A. McKenna	These five independent and unaffiliated directors are also audit committee financial experts. They consult with the independent and internal auditors regarding the audits of Dominion's consolidated financial statements, the adequacy of internal controls and the independence of auditors. The committee's report to shareholders can be found on page 12. The committee also retains the independent auditors for the next year. In 2005, this committee met 10 times.
Finance	John W. Harris, <i>Chair</i> Peter W. Brown George A. Davidson, Jr. Benjamin J. Lambert, III	These four independent directors review the company's financing strategies and its relationship with rating agencies, and consider Dominion's dividend policy. In 2005, this committee met three times.
Organization, Compensation and Nominating (OCN)	Frank S. Royal, <i>Chair</i> Robert S. Jepson, Jr. Richard L. Leatherwood David A. Wollard	These four independent directors consult directly with compensation experts and with management to review and evaluate Dominion's organizational structure and compensation practices. They are also responsible for overseeing Dominion's governance practices, including evaluating the Board's effectiveness, and for reviewing the qualifications of director candidates. They make recommendations to the Board regarding all of these matters, including director nominees, and they administer certain compensation plans. In 2005, this committee met eight times.
Risk Oversight	Ronald J. Calise, <i>Chair</i> Richard L. Leatherwood S. Dallas Simmons	This committee oversees and advises management on its policies and guidelines regarding energy trading. In 2005, this committee met once.

Director Compensation

Philosophy and Methodology. As with executive compensation, the Board believes that its compensation should be aligned with the interests of the shareholders. In the changing environment and increased scrutiny of public company Boards today, it is critical that Dominion attract and retain qualified and experienced directors. The OCN Committee relies on its independent consultant to analyze Dominion's director compensation program and advise it on trends in director compensation.

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During 2005, the Committee worked with its independent consultant to consider the mix of the Board's compensation and to evaluate the competitiveness of that compensation with Dominion's peer group. The consultant's analysis included a comparison of Dominion's director compensation with that of its peer group, which is the same peer group used for executive compensation purposes. As a result of this analysis and changes made in 2004 to freeze certain director plans, the Committee concluded that an increase in 2006 director compensation would place total compensation closer to the median of Dominion's peer companies and recommended that the Board increase 2006 compensation.

The Committee also recommended that the Board increase the Audit Committee and OCN Committee Chair retainers. In considering the increase to the Committee Chair retainers, the Committee recognized the increased responsibilities of each Committee Chair in a changing regulatory environment, as well as the combined governance and compensation responsibilities of the OCN Committee Chair. The Board approved the Committee's recommendations effective with the 2006 Annual Meeting of Shareholders.

Fees. In 2006, the annual retainer will increase to \$80,000 (\$40,000 in cash and \$40,000 in stock). Meeting fees will remain the same as 2005; \$2,000 in cash per Board, Audit and OCN Committee meeting attended, and \$1,500 per other Committee meeting attended. Additional cash retainers for the chairs of two Board committees also will increase; \$15,000 for Audit, and \$15,000 for OCN. The Chair retainer will remain \$5,000 for the Finance and Risk Oversight Committees. In addition, under the Non-Employee Directors Compensation Plan, approved by shareholders in 2005, directors elected to the Board in 1995 or after, and who were not yet 62 years old, receive an annual deferred stock grant. The Board also approved an increase to this grant from \$35,000 to \$40,000. On the following page is a table summarizing 2005 compensation paid to each Director, except Messrs. Capps and Farrell, who were not compensated for their service as directors.

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Name	Cash			Stock			Annual Compensation
	Retainers ¹	Annual Meeting Fees	Total	Annual Retainer	Deferred Grant	Annual Total Shares	Total Value ²
Peter W. Brown	\$ 20,000	\$ 35,000	\$ 55,000	472	472	944	\$ 127,877
Ronald J. Calise	25,000	45,000	70,000	472	472	944	142,877
George A. Davidson, Jr.	20,000	25,000	45,000	472	472	944	117,877
John W. Harris	25,000	23,000	48,000	472		472	84,438
Robert S. Jepson, Jr.	20,000	56,000	76,000	472	472	944	148,877
Mark J. Kington	20,000	32,000	52,000	472	472	944	124,877
Benjamin J. Lambert, III	20,000	25,000	45,000	472		472	81,438
Richard L. Leatherwood	20,000	41,000	61,000	472		472	97,438
Margaret A. McKenna	20,000	42,000	62,000	472	472	944	134,877
Frank S. Royal	25,000	38,000	63,000	472		472	99,438
S. Dallas Simmons	20,000	25,000	45,000	472		472	81,438
David A. Wollard	32,500	58,000	90,500	472		472	126,938

Footnotes:

1. Includes retainer as Committee Chair.
2. Stock compensation valued using a December 31, 2005 closing price of \$77.20 per share.

Expense Reimbursements. We also reimburse directors for travel, lodging and related expenses they incur in attending Board and committee meetings. These reimbursements include the expenses incurred by directors' spouses in accompanying the directors to one Board meeting and the Annual Meeting each year, along with any taxes related to such payments. In addition, directors and their spouses may accompany the Chief Executive Officer (CEO) or other senior executive on corporate aircraft for both business and personal travel. The company imputes income to the director for any tax liabilities associated with personal travel and other nominal gifts.

Other. In accordance with the shareholder approved merger agreement between Dominion and Consolidated Natural Gas Company, Dominion makes available office facilities and administrative and financial planning services to Mr. Davidson (Dominion's former Chairman), which are valued at approximately \$46,250 annually. As of January 1, 2006, Mr. Capps, Dominion's recently retired CEO, will receive compensation for his services as a consultant and Board member for the term during which he serves in those roles. In addition, as former executives, Messrs. Capps and Davidson receive a pension, a retiree life insurance policy, and retiree medical coverage from Dominion under its qualified plans (available to all retirees) and under supplemental retirement plans for executives.

Director Compensation Plans

Non-Employee Directors Compensation Plan. Under this plan, the company issues the equity portion of non-employee directors compensation. The plan also allows directors to defer all or a portion of their annual retainer and meeting fees into stock unit or cash accounts and provides for the annual deferred stock grant given to certain directors elected to the Board after January 1, 1995. Stock unit accounts are credited quarterly with additional stock units equal in value to dividends paid on Dominion common stock and cash accounts are credited

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monthly with interest at an annual rate established for the Fixed Rate Fund (which was 5% in 2005) under Dominion's frozen Executive Deferred Compensation Plan. Shares of Dominion common stock equal in value to stock units held for directors under this plan are issued into a trust and directors retain all voting and other rights as shareholders. Distributions under this plan are made when a director ceases to serve on the Board. In addition, this plan provides a means for the Board to make restricted stock awards and option grants; however, the Board has no plans to do so in the near future.

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Governance and The Board

Frozen Directors Plans. In order to comply with tax law changes resulting from the enactment of the American Jobs Creation Act, on December 31, 2004, the Board froze the following directors' plans: Deferred Cash Compensation Plan, Stock Compensation Plan, and Stock Accumulation Plan. These plans provided a means to compensate directors and allowed directors to defer that compensation, whether in cash or stock, until they ceased to be a director or reached a specified age. In the case of the Deferred Cash Compensation Plan, deferred fees were credited to either an interest bearing account or a Dominion common stock equivalent account. Under the frozen plan, interest (at the same rate as under the Non-Employee Directors Compensation Plan) or dividend equivalents continue to accrue and may be held in trust until distributions are made. Prior to 2005, the stock portion of a director's retainer was paid under the Stock Compensation Plan and directors had the option to defer receipt of that stock. Shares that were deferred under this plan are held in trust and the dividends on those shares are reinvested until distributions are made. Upon their election to the Board, the Stock Accumulation Plan provided non-employee directors elected prior to 2004 a one-time award in stock units equivalent in value to approximately 17 times the annual cash retainer. Stock units were credited to a book account and a separate account continues to be credited with additional stock units equal in value to dividends on all stock units held in the director's account. A director must have 17 years of service to receive all of the stock units awarded and accumulated under this plan. Reduced distributions are made where a director has at least 10 years of service or has reached the age of 62.

Other Benefits

Charitable Contribution Program. This program was discontinued in January 2000. For directors elected before that time, Dominion funded the program by purchasing life insurance policies on the directors. Those policies have been fully funded and participating directors will derive no financial or tax benefits from the program, because all insurance proceeds and charitable tax deductions accrue solely to Dominion. However, upon a participating director's death, \$500,000 will be paid in 10 installments to the qualifying charitable organization(s) designated by that director.

Matching Gifts Program. Dominion will match a director's donations, on a 1-to-1 basis, to one or more 501(c)3 organizations up to a maximum of \$5,000 per year. If the donation is to an organization on whose board the director serves or for which the director volunteers more than 50 hours of work during a year, Dominion will match the donation on a 2-to-1 basis, up to the \$5,000 maximum.

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Name of Beneficial Owner	Beneficial Share Ownership of Common Stock (as of February 1, 2006)				Other Plan Accounts ¹		
	Shares	Deferred Stock Accounts ²	Restricted Shares	Exercisable Stock Options	Total	Stock Accumulation ³	Deferred Compensation ⁴
Peter W. Brown	6,936	484			7,420	7,745	
Ronald J. Calise ⁵	4,000	8,194		12,000	24,194		
Thos. E. Capps ⁶	486,508		57,098	1,200,000	1,743,606		
George A. Davidson, Jr.	104,410	1,795		12,000	118,205		
Thomas F. Farrell, II ⁶	130,563		86,726	600,000	817,289		
John W. Harris	26,161	8,879		12,000	47,040	13,219	
Robert S. Jepson, Jr.	31,358	484			31,842	6,927	
Mark J. Kington	6,604	968			7,572		
Benjamin J. Lambert, III	854	5,265		22,000	28,119	13,219	
Richard L. Leatherwood	1,460	22,271		22,000	45,731	13,219	
Margaret A. McKenna ⁵	5,528	7,647		12,000	25,175		
Frank S. Royal	2,659	5,530		12,000	20,189	13,219	
S. Dallas Simmons	4,108	7,670		12,000	23,778	13,219	
David A. Wollard	4,705			22,000	26,705	13,219	
Thomas N. Chewning	114,256		57,410	450,000	621,666		185
Duane C. Radtke	27,534						