| DOMINION RESOURCES INC /VA/ Form 5 |
|--------------------------------------------------------------------------------|
| February 13, 2002 |
| 1. Name and Address of Reporting Person |
| Trueheart, James L. |
| One James River Plaza |
| 701 East Cary Street |
| 21st Floor |
| Richmond, VA 23219 |
| 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 |
| 5. If Amendment, Date of Original (Month/Day/Year) |
| 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
| () Director () 10% Owner |
| (X) Officer (give title below) () Other (specify below) |
| Group Vice President and Chief Administrative Officer |
| 7. Individual or Joint/Group Filing (Check Applicable Line) |
| (X) 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- 3. action Date (Month/ | 4. Securities Acquired (A) or Disposed of (D) | | | 5. Amou Secu Bene Owne End |
|----------------------------------------------|---------------------------------------------------------------|------------------------------------------------------------------|-----------|----------------------|------------------------------------------------|
| + | Day/ Year) ++ | + Amount -+ | + A/D | Price | + Year + |
| Common Stock Common Stock Common Stock | 01/22/2001 F 01/26/2001 A | -434 6667 | D A | \$0.0000 \$0.0000 | 97594 7322 |

Common Stock

127

TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| _ | | | + | | + | + | | + | | |
|---|------------|----------|-----------|-----------|-------------|-------------|-----------|---------|-----------|----|
| | 1. | 2. | 3. | 4. | 5. | 16. | | 7. | | 8 |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | l | l | | | | | | | |
| | | | | | | | | Title a | nd Amount | - |
| | | l | | | | | | of Unde | rlying | |
| | | Conver- | | | Number of | | | Securit | ies | 1 |
| | | sion or | I | | Derivative | Date Exerc | isable | + | + | -+ |
| | | Exercise | I | | Securities | and Expira | tion Date | | Amount | |
| | | Price of | Transac- | Transac- | Acquired(A) | (Month/Day | /Year) | | or | |
| | Title of | Deriv- | tion Date | tion Code | Disposed(D) | + | + | + | Number | P |
| | Derivative | ative | (Month/ | . | ++ | +Date Exer- | Expira- | | of | D |
| | Security | Security | Day/Year) | | (A) (D) | cisable | tion Date | Title | Shares | S |
| | | | | | | | | | | |

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| + | + | + | ++ | -+ | + | + | + | -+- |
|--------------|-----------|----------------|------------|------------|------------|-----------------|--------|-----|
| Stock Option | \$41.25 | | | | 05/17/2009 | Common Stock | | |
| Stock Option | \$42.3125 | 01/01/2001 A 4 | 13800 0 | 12/17/2001 | 01/21/2010 | Common Stock | 138000 | Ş |
| Stock Option | \$59.96 | 07/01/2001 A | 66666 | 03/01/2002 | 01/01/2008 | Common Stock | 66666 | \$ |
| Stock Option | \$59.96 | 07/01/2001 A | 66667 | 03/01/2002 | 01/01/2009 | Common Stock | 66667 | \$ |
| Stock Option | \$59.96 | 07/01/2001 A | 66667 | 03/01/2002 | 01/01/2010 | Common Stock | 66667 | Ş |

Explanation of Responses:

SIGNATURE OF REPORTING PERSON /s/ James L. Trueheart

DATE

02/13/2002