

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 28, 1995  
FILE NO. 33-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

DOMINION RESOURCES, INC.  
AUTOMATIC DIVIDEND REINVESTMENT AND STOCK PURCHASE PLAN

FORM S-3

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

DOMINION RESOURCES, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

VIRGINIA 54-1229715  
(STATE OF INCORPORATION) (I.R.S. EMPLOYER IDENTIFICATION NO.)

901 E. BYRD STREET, RICHMOND, VIRGINIA 23219  
(804) 775-5700  
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF  
REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

LINWOOD R. ROBERTSON, SENIOR VICE PRESIDENT  
W.H. RIGGS, JR., ASSISTANT CORPORATE SECRETARY  
DOMINION RESOURCES, INC.  
901 E. BYRD STREET, RICHMOND, VIRGINIA 23219  
(804) 775-5700  
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,  
OF AGENT FOR SERVICE)

COPY TO:

ALLEN C. GOOLSBY, III  
951 EAST BYRD STREET  
RICHMOND, VIRGINIA 23219

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: AS SOON AS  
PRACTICABLE AFTER EFFECTIVENESS.

IF THE ONLY SECURITIES BEING REGISTERED ON THIS FORM ARE TO BE OFFERED  
PURSUANT TO DIVIDEND OR INTEREST REINVESTMENT PLANS, PLEASE CHECK THE FOLLOWING  
BOX. [X]

IF ANY OF THE SECURITIES BEING REGISTERED ON THIS FORM ARE TO BE OFFERED ON  
A DELAYED OR CONTINUOUS BASIS PURSUANT TO RULE 415 UNDER THE SECURITIES ACT OF  
1933, OTHER THAN SECURITIES OFFERED ONLY IN CONNECTION WITH DIVIDEND OR INTEREST  
REINVESTMENT PLANS, PLEASE CHECK THE FOLLOWING BOX. [ ]

CALCULATION OF REGISTRATION FEE\*

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock (without par value)	3,500,000 shares	\$37.625	\$131,687,500	\$45,409

\*Estimated solely for the purpose of determining the registration fee and calculated in accordance with Rule 457 and based on the average of the high and low prices as reported on the New York Stock Exchange composite tape by The Wall Street Journal for June 23, 1995.

PURSUANT TO RULE 429, THIS REGISTRATION STATEMENT ALSO COVERS 191,246 UNISSUED SHARES OF COMMON STOCK REGISTERED UNDER THE REGISTRANTS' REGISTRATION STATEMENT ON FORM S-3, FILE NO. 33-49397.

[Dominion Resources Logo]

#### AUTOMATIC DIVIDEND REINVESTMENT AND STOCK PURCHASE PLAN

The Automatic Dividend Reinvestment and Stock Purchase Plan (the Plan) of Dominion Resources, Inc. (Dominion Resources) provides all registered holders, and eligible beneficial owners, of its Common Stock with a method of purchasing shares of Common Stock without payment of any brokerage commission or service charge and disposing of shares held by the Plan at a minimal cost. Cash dividends will be used to purchase newly issued Common Stock. Optional cash investments will be used to purchase newly issued Common Stock, or Common Stock on the open market, or a combination thereof. Shares purchased on the open market may be purchased over more than one business day (see PURCHASE DATE FOR OPTIONAL CASH INVESTMENTS under HOW THE PLAN WORKS FOR ALL PARTICIPANTS).

Registered holder participants in the Plan may:

- automatically reinvest their eligible cash dividends on all or less than all of their Common Stock in newly issued Common Stock,
- purchase Common Stock by making optional cash investments,
- deposit their Common Stock certificates with the Plan for safekeeping, or
- dispose of shares held under the Plan.

Beneficial owner participants may:

- purchase Common Stock by making optional cash investments, or
- dispose of shares held under the Plan.

All expenses of the Plan, except taxes, and brokerage fees incurred upon disposition of shares held under the Plan, will be paid by Dominion Resources. The purchase price of newly issued shares will be the average of the high and low sale prices for the Common Stock on the date of purchase. The date of purchase for newly issued shares will be (i) the dividend payment date for shares purchased with reinvested dividends, or (ii) the 20th day of each month for shares purchased with optional cash investments. For shares of Common Stock purchased on the open market with optional cash investments, the purchase price will be the average price of all shares purchased on the open market by the Plan during that month.

A participant may withdraw from the Plan by submitting a written request to Dominion Resources (see TERMINATION OF ENROLLMENT under HOW THE PLAN WORKS FOR ALL PARTICIPANTS). The Plan is administered by Dominion Resources, which may appoint a co-fiduciary to vote shares of the Plan or for other limited purposes.

This Prospectus relates to 3,691,246 shares of authorized and unissued Dominion Resources Common Stock registered for purchase under the Plan.

The outstanding shares of Common Stock are listed on the New York Stock Exchange and the additional shares offered in this Prospectus will be so listed upon issuance.

It is suggested that this Prospectus be retained for future reference.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE DATE OF THIS PROSPECTUS IS JUNE 28, 1995

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#### AVAILABLE INFORMATION

Dominion Resources is subject to the informational requirements of the Securities Exchange Act of 1934 and, in accordance therewith, files reports and other information with the Securities and Exchange Commission (the Commission). Information, as of a particular date, concerning directors and officers, their remuneration, and any material interest of such persons in transactions with Dominion Resources is disclosed in proxy statements distributed to shareholders of Dominion Resources and filed with the Commission. Such reports, proxy statements and other information filed by Dominion Resources can be inspected and copied at prescribed rates at the public reference facilities maintained by the Commission at 450 Fifth Street, N.W., Room 1024, Washington, D.C. 20549, and at the following Regional Offices: Chicago Regional Office, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661; Los Angeles Regional Office, 5757 Wilshire Boulevard, Suite 500 East, Los Angeles, California 90036; and New York Regional Office, 7 World Trade Center, 13th Floor, New York, New York 10048. Copies of such material also can be obtained from the Public Reference Section of the Commission, Washington, D.C. 20549, at prescribed rates. Dominion Resources Common Stock is listed on the New York Stock Exchange. Reports, proxy statements and other information concerning Dominion Resources can be inspected at the office of the New York Stock Exchange at Room 401, 20 Broad Street, New York, New York 10005.

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#### INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

There are hereby incorporated in this Prospectus by reference the following documents and information heretofore filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934 (the 1934 Act).

1. Dominion Resources' Annual Report on Form 10-K for the fiscal year ended December 31, 1994.
2. Dominion Resources' Quarterly Report on Form 10-Q for the quarter ended March 31, 1995.
3. Dominion Resources' Current Reports on Form 8-K, dated February 20, 1995 and April 17, 1995.
4. The description of the class of securities to be offered, which is contained in the Dominion Resources registration statement on Form 8-B (Item 4), including any amendment or report filed for the purpose of updating such description.

All documents filed by Dominion Resources pursuant to Section 13(a), 13(c), 14 or 15(d) of the 1934 Act after the date of this Prospectus and prior to the termination of the offering of the Common Stock pursuant hereto shall be deemed to be incorporated in this Prospectus by reference and to be a part hereof from the date of filing of such documents.

DOMINION RESOURCES HEREBY UNDERTAKES TO PROVIDE WITHOUT CHARGE TO EACH PERSON

TO WHOM A COPY OF THIS PROSPECTUS HAS BEEN DELIVERED, ON THE WRITTEN OR ORAL REQUEST OF ANY SUCH PERSON, A COPY OF ANY OR ALL OF THE DOCUMENTS REFERRED TO ABOVE WHICH HAVE BEEN OR MAY BE INCORPORATED IN THIS PROSPECTUS BY REFERENCE, OTHER THAN EXHIBITS TO SUCH DOCUMENTS. WRITTEN OR ORAL REQUESTS FOR SUCH COPIES SHOULD BE DIRECTED TO THE CORPORATE SECRETARY, DOMINION RESOURCES, INC., P.O. BOX 26532, RICHMOND, VIRGINIA 23261-6532, TELEPHONE (804) 775-5700.

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#### THE PLAN

The Plan is available to registered holders and beneficial owners of Dominion Resources, Inc.'s Common Stock. A REGISTERED HOLDER is one who owns shares of Dominion Resources' Common Stock registered in his name on Dominion Resources' records. (PARTICIPANTS IN THE CUSTOMER STOCK PURCHASE PLAN DO NOT BECOME REGISTERED HOLDERS UNTIL THE COMPLETION OF THE PLAN YEAR). A BENEFICIAL OWNER is one whose only shares of Dominion Resources' Common Stock are registered in the names of others, such as a broker or nominee.

#### HOW THE PLAN WORKS FOR REGISTERED HOLDERS

The Plan permits registered holders of Dominion Resources Common Stock to purchase shares of Common Stock with cash dividends on all or less than all of their Common Stock and to make optional cash investments. Dominion Resources reserves the right to refuse to accept any optional cash investment in excess of \$50,000 per quarter from any participant or related or associated group of participants and further reserves the right to limit the total amount of optional cash investments from all participants (including both registered holders and beneficial owners) to an aggregate of \$10 million per quarter. In

the latter case, Dominion Resources will accept the first \$10 million received by it and will return any excess optional cash investments to the respective participants.

The Plan also permits registered holders of Common Stock to continue to receive cash dividends paid on the registered shares of Common Stock held by the participant while making optional cash investments to acquire shares of Common Stock through the Plan.

REGARDLESS OF THE OPTION SELECTED, ALL DIVIDENDS ON SHARES HELD UNDER THE PLAN ARE AUTOMATICALLY REINVESTED.

Registered holders must complete and sign an Authorization Card to become participants in the Plan (see Plan Enrollment by Registered Holders, below).

#### PLAN ENROLLMENT BY REGISTERED HOLDERS

Each registered holder of Common Stock presently participating in the Plan will continue to be enrolled in the Plan as originally enrolled unless he completes a new Authorization Card and returns it to Dominion Resources or otherwise instructs Dominion Resources in writing. A revised participation in the Plan will commence with the next dividend payable after receipt of the Authorization Card or other written instructions, provided it is received by the 20th of February, May, August or November.

Registered Shareholders who are not participating in the Plan but who wish to do so should request and complete an Authorization Card and return it to Dominion Resources. Participation as to dividend reinvestment will commence with the next dividend payable after receipt of the authorization, provided it is received by the 20th of February, May, August or November. Participation as to optional cash investments will commence with the next monthly purchase, provided the authorization therefor and the funds to be invested are received by the 15th of the month. Should the authorization (or the funds to be invested) arrive after the time indicated in the preceding sentences, participation will be delayed until the following dividend or monthly purchase as the case may be.

Once a registered Shareholder has enrolled in the Plan, dividend reinvestment continues automatically as long as the participant

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wishes. However, if there is any subsequent change in the manner in which a participant's name appears on his certificate(s), the participant must sign another Authorization Card to continue participation in the new registration and execute a stock power form to change the registration of the participant's Plan account.

#### REGISTERED HOLDERS AFTER ENROLLMENT

Once a holder of record becomes a participant in the Plan, the operation of the Plan is automatic.

The registered holder participant may select from the following options listed on the Authorization Card for dividend reinvestment through the Plan. Dividends on shares credited to an account under the Plan will be invested to purchase additional Common Stock. In addition to the automatic reinvestment of dividends, the participant may make optional cash investments. For important details regarding this option, see OPTIONAL CASH INVESTMENT, under HOW THE PLAN WORKS FOR ALL PARTICIPANTS, below.

REINVESTMENT OF DIVIDENDS ON ALL SHARES -- Dividends on all shares of Dominion Resources Common Stock held of record will be reinvested if the participant marks the Authorization Card opposite "Full reinvestment (all shares)."

REINVESTMENT OF DIVIDENDS ON LESS THAN ALL SHARES -- Dividends on less than

all shares of Dominion Resources Common Stock held by the participant will be reinvested if the participant marks the Authorization Card opposite "Partial reinvestment (. . . shares)" and completes the blank line with the number of shares as to which he wishes dividends to be reinvested. For example, if a participant holds 400 shares of Dominion Resources Common Stock and wishes to reinvest the dividends on 300 shares, a mark should be placed in the "Partial reinvestment (. . . shares)" box under "Common Stock" and the number "300" filled in on the blank line. So long as the participant owns 300 or more shares, dividends on 300 shares will be reinvested and a check will be mailed to the participant for the dividends on all other shares of Dominion Resources Common Stock held of record by the participant. The sale or other disposition of shares of Dominion Resources Common Stock for which a participant has selected partial dividend reinvestment will not reduce the number of shares on which dividends are reinvested, unless the number of shares held of record after the sale or other disposition is less than the number of shares indicated on the Authorization Card (in which case, the dividends will be reinvested on the remaining shares held of record).

The Plan will receive dividends on shares of Dominion Resources Common Stock held by the participant that he has elected to reinvest under the Plan. Dividends ordinarily have been paid on the 20th of March, June, September and December. The Plan will buy additional newly issued shares for participants at the average of the high and low sale prices for the Common Stock on the New York Stock Exchange composite tape on the dividend payment date (or, if the Exchange is closed on that date, on the next business day that it is open). If the dividend is not large enough to buy a full share, the participant's account will be credited with a fractional share, computed to three decimal places, which will earn additional dividends in the way full shares do.

OPTIONAL CASH INVESTMENTS ONLY -- Dividends on all shares held by the participant will be paid in cash. The participant may make optional cash investments and the dividends on shares purchased with such investments and held by the Plan will be automatically reinvested.

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A participant may change the investment option at any time by signing a new Authorization Card and returning it to Dominion Resources to be received before the 20th of February, May, August or November. Authorization Cards will be provided by Dominion Resources.

#### CUSTODIAL SERVICE FOR REGISTERED HOLDERS OF DOMINION RESOURCES COMMON STOCK CERTIFICATES

PLAN PARTICIPANTS MAY SEND TO THE PLAN FOR SAFEKEEPING ALL CERTIFICATES FOR DOMINION RESOURCES COMMON STOCK HELD BY THEM. The Plan will hold the shares purchased for a participant, and any shares deposited by the participant with the Plan for safekeeping, until the participant terminates participation in the Plan. The safekeeping of shares offers the advantage of protection against loss, theft or inadvertent destruction of certificates as well as the convenience if and when shares are sold through the Plan. All shares represented by such certificates will be kept in safekeeping in "book entry" form and will be combined with any full and fractional shares then held by the Plan for the participant. ALL DIVIDENDS ON SHARES HELD BY THE PLAN WILL BE REINVESTED FOR THE PARTICIPANT.

To deposit your certificates for safekeeping under the Plan, you must submit a Letter of Transmittal, which will be provided by Dominion Resources upon request. Stock certificates and the Letter of Transmittal should be sent to Dominion Resources, Inc., Automatic Dividend Reinvestment and Stock Purchase Plan, P. O. Box 26532, Richmond, Virginia 23261-6532. It is recommended that certificates be sent by registered mail.

All written inquiries about the Custodial Service should be directed to Dominion Resources, Inc., Automatic Dividend Reinvestment and Stock Purchase Plan, P. O. Box 26532, Richmond, Virginia 23261-6532. When telephoning, call

775-2500 (in the Richmond, Virginia area) or 1-800-552-4034 (from all other areas in the United States). Calls will be accepted Monday through Friday between the hours of 9 a.m. and 4 p.m. Eastern Time.

Shares deposited for safekeeping may be withdrawn by the participant by submitting a written request to the Plan at the address in the preceding paragraph. Dividends on any such withdrawn shares (and on any other shares subsequently acquired and held by the participant) will continue to be reinvested unless the participant provides contrary written instructions or a new Authorization Card. NO SHARES WILL BE ISSUED BETWEEN THE FOURTH BUSINESS DAY PRIOR TO A DIVIDEND RECORD DATE AND THE FOLLOWING DIVIDEND PAYMENT DATE.

#### HOW THE PLAN WORKS FOR BENEFICIAL OWNERS

The Plan permits beneficial owners of Dominion Resources Common Stock to purchase shares of Common Stock with optional cash investments. Dominion Resources reserves the right to refuse to accept any optional cash investment in excess of \$50,000 per quarter from any participant or related or associated group of participants and further reserves the right to limit the total amount of optional cash investments from all participants (including both registered holders and beneficial owners) to an aggregate of \$10 million per quarter. In the latter case, Dominion Resources will accept the first \$10 million received by it and will return any excess optional cash investments to the respective participants.

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In order to be eligible to participate in the Plan, beneficial owners of Dominion Resources Common Stock whose shares are registered in the name of their broker must either request that their broker provide Dominion Resources with the beneficial owner's name and address through ADP Investor Communications Services (the Intermediary), or such other intermediary as may be appointed by the Securities and Exchange Commission, or provide Dominion Resources with certification of beneficial ownership.

Eligible beneficial owners cannot reinvest through the Plan dividends paid on their shares registered in the name of others, such as their broker or a nominee. However, all dividends on shares purchased with optional cash investments and held under the Plan are automatically reinvested for the participants.

Eligible beneficial owners must complete and sign an Authorization Form to become participants in the Plan (see PLAN ENROLLMENT BY BENEFICIAL OWNERS below).

In order to participate in the Plan as a registered holder, beneficial owners of Dominion Resources Common Stock whose shares are registered in the name of others, such as their broker or a nominee, must first become holders of record by having shares transferred into their own names.

#### PLAN ENROLLMENT BY BENEFICIAL OWNERS

Beneficial owners of Dominion Resources Common Stock who wish to participate in the Plan should: (a) provide Dominion Resources with certification that they are beneficial owners or request that their broker provide the beneficial owner's name and address to Dominion Resources and (b) request and complete an Authorization Form and return it to Dominion Resources with the funds to be invested. Participation as to optional cash investments will commence with the next monthly purchase, provided the beneficial ownership certification or information, the beneficial owner's Authorization Form, and the funds to be invested are received by the 15th of the month. Should any of the foregoing arrive after the 15th of the month, participation will be delayed until the following monthly purchase.

ALL WRITTEN INQUIRIES SHOULD BE ADDRESSED TO DOMINION RESOURCES, INC.,

AUTOMATIC DIVIDEND REINVESTMENT AND STOCK PURCHASE PLAN, P. O. BOX 26532,  
RICHMOND, VIRGINIA 23261-6532.

WHEN CORRESPONDING WITH DOMINION RESOURCES, WE SUGGEST THAT YOU GIVE YOUR  
DAYTIME TELEPHONE NUMBER AND AREA CODE.

#### BENEFICIAL OWNERS AFTER ENROLLMENT

Eligible beneficial owners may participate only through the Optional Cash  
Investments option. For important details, see OPTIONAL CASH INVESTMENT,  
below.

#### HOW THE PLAN WORKS FOR ALL PARTICIPANTS

##### PURCHASE DATE FOR REINVESTED DIVIDENDS

The purchase date for newly issued shares purchased with reinvested dividends  
will be the dividend payment date. If the dividend payment date falls on a day  
on which the New York Stock Exchange (the Exchange) is closed, shares will be  
purchased on the next business day on which the Exchange is open. Dividends  
ordinarily have been paid on the 20th of March, June, September and December.

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All dividends reinvested through the Plan will purchase newly issued shares  
only.

##### OPTIONAL CASH INVESTMENT

Any participant may make optional cash investments to the Plan for investment  
in Dominion Resources Common Stock. Dominion Resources reserves the right to  
refuse to accept any optional cash investment in excess of \$50,000 per quarter  
from any participant or related or associated group of participants and  
further reserves the right to limit the total amount of optional cash  
investments from all participants to an aggregate of \$10 million per quarter.  
In the latter case, Dominion Resources will accept the first \$10 million  
received by it and will return any excess optional cash investments to the  
respective participants. Optional cash investments will be invested in either  
(i) newly issued shares at the average of the high and low sale prices for the  
Common Stock on the New York Stock Exchange composite tape on the purchase  
date for newly issued shares, or (ii) shares purchased on the open market  
commencing on the purchase date for market purchase shares at the average  
price of all shares purchased on the open market by the Plan during that month  
(see PURCHASE DATE FOR OPTIONAL CASH INVESTMENTS, below), or any combination  
of the foregoing. While Dominion Resources will pay all brokerage fees on  
shares purchased on the open market, for tax purposes, these fees will be  
considered as additional dividend income to the participants. These fees, and  
the resulting additional dividend income, are expected to amount to less than  
1/4th of 1% of the purchase price of the shares (that is, less than 25(cents)  
per \$100 invested). Optional cash investments from participants purchasing  
shares with cash must be received by the 15th of the month to participate in  
purchases for that month. Funds received later will be held for the  
participant's account and used to purchase shares in the following month.

Since cash contributions received during the period between purchases will not  
earn any interest and will not be invested until the next monthly purchase,  
Shareholders should consider transmitting cash contributions so that they will  
be received in as short a time as possible prior to the 15th of the month. If,  
for any reason, Dominion Resources fails to declare a cash dividend, cash  
contributions received and not invested in Common Stock will be returned  
unless a participant confirms his direction to invest such contribution.  
Participants have an unconditional right to obtain the return of any cash  
contributions up to 48 hours prior to the purchase of any shares in the Plan.

ALL OPTIONAL CASH INVESTMENTS SHOULD BE MADE PAYABLE TO: DOMINION RESOURCES,



INC. AND MAILED TO P.O. BOX 26092, RICHMOND, VIRGINIA 23260-6092.

Participants who make optional cash investments will receive a detailed statement of their Plan account following each monthly purchase. This statement will show the optional cash investments received, total shares purchased (including fractional shares), price paid per share and total shares held by the Plan. THESE STATEMENTS SHOULD BE RETAINED BY PARTICIPANTS TO DETERMINE THE TAX COST BASIS FOR SHARES PURCHASED.

It should be recognized that since investments under the Plan are made as of specified dates, a participant loses any advantage that otherwise might be available from being able to select the timing of his investment.

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#### PURCHASE DATE FOR OPTIONAL CASH INVESTMENTS

The purchase date for newly issued shares purchased with optional cash investments will be the 20th day of each month. If the 20th of the month falls on a day on which the New York Stock Exchange is closed, newly issued shares will be purchased on the next business day on which the Exchange is open.

The purchase date for shares purchased by the Plan on the open market with optional cash investments will be, or will commence with, the next business day on which the New York Stock Exchange is open following the day on which newly issued shares would otherwise have been purchased. For example, if newly issued shares would have been purchased on Tuesday, the 20th of a month, then open market purchases would commence on Wednesday, the 21st of that month.

Due to regulatory requirements, the Plan may be required to make open market purchases over two or more consecutive business days.

#### SALE OF SHARES

Following receipt of written instructions from a participant, the Plan will sell some or all of the participant's shares held under the Plan (including shares deposited with the Plan for safekeeping) and will remit to the participant a check for the proceeds of such sale, less the participant's share of brokerage commissions and any applicable taxes. Prior written instructions from the participant must be received at least 48 hours preceding the sale. Participants' shares will be sold at least once per week by the Plan at then current market prices in transactions carried out through one or more brokerage firms. This procedure for selling shares may be particularly attractive to holders of small amounts of Dominion Resources Common Stock, because the Plan can combine odd lots and small numbers of shares into larger blocks to be sold, and thereby take advantage of lower brokerage costs than might otherwise be available to individual participants in the sale of their shares. NO SHARES WILL BE SOLD BETWEEN THE FOURTH BUSINESS DAY PRIOR TO A DIVIDEND RECORD DATE AND THE FOLLOWING DIVIDEND PAYMENT DATE.

#### STATEMENT TO PARTICIPANTS

Participants will receive from Dominion Resources a detailed statement of their Plan Account following each dividend payment and account transaction. These detailed statements will show total cash dividends received, total optional cash investments received, total shares purchased (including fractional shares), price paid per share and total shares held in the Plan. THESE STATEMENTS SHOULD BE RETAINED BY PARTICIPANTS TO DETERMINE THE TAX COST BASIS FOR SHARES PURCHASED.

#### TERMINATION OF ENROLLMENT

Participants may terminate their enrollment in the Plan by giving written notice to Dominion Resources and, thereafter, all dividends will be sent to the Shareholder. In order to terminate participation prior to the usual dividend payment dates in March, June, September or December, written notice

must be received by the 20th of February, May, August or November. Upon termination, stock certificates for any full shares will be issued in the participant's name or, upon receipt of written instructions, shares will be sold for the participant. Any fractional shares held in the Plan at the time of termination will be converted to cash on the basis of the then current market price of the Dominion Resources Common Stock. NO SHARES WILL BE ISSUED OR SOLD BETWEEN THE FOURTH BUSINESS DAY PRIOR TO A DIVIDEND

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RECORD DATE AND THE FOLLOWING DIVIDEND PAYMENT DATE.

#### VOTING RIGHTS

In connection with the exercise of Shareholder voting rights, each participant will receive a proxy card representing any shares held by the participant or for the participant's account under the Plan. All shares will be voted as designated by the participant on the proxy card. If a participant does not vote by proxy or in person, and does not otherwise instruct the Plan to the contrary, the Plan may vote the full shares held by it for the account of the participant in accordance with the recommendations of Dominion Resources' management.

#### EXPENSES OF THE PLAN

There are no brokerage fees on newly issued shares purchased from Dominion Resources for a participant's account. Brokerage fees on shares purchased on the open market for a participant's account will be paid by Dominion Resources and, for tax purposes, these fees will be considered as additional dividend income to the participants. All costs of administering the Plan will be paid by Dominion Resources except that when full shares, fractional shares or rights are sold for a participant's account, the Plan will first deduct the brokerage commission and taxes.

#### RESPONSIBILITIES OF DOMINION RESOURCES

The Plan will commingle the funds of participants. In acting under the terms and conditions of the Plan as described in this Prospectus, neither Dominion Resources, nor any nominee, custodian or co-fiduciary shall be liable with respect to the prices at which shares are purchased or sold for a participant's account or with respect to any fluctuation in the market value before or after any purchase or sale of shares.

Dominion Resources reserves the right to suspend, modify or terminate the Plan, or waive strict compliance with its terms, at any time. All participants will receive written notice of any such suspension, termination or material modification.

The Plan will confirm its purchases as soon as practicable but no certificates will be issued to a participant until so requested or until the account is terminated. Certificates for full shares will be issued if a participant so requests in writing. A separate written request must be made for each withdrawal of certificates. Certificates for fractional shares will not be issued.

Upon termination by reason of notice of death or adjudicated incompetency, evidence of which must be received by Dominion Resources by the 20th of February, May, August or November in the case of dividend reinvestment and at least 48 hours in advance of any optional cash investments, no purchases of shares shall be made for a participant's account and shares, optional cash investments received and any dividends received will be retained by the Plan until such time as such participant's legal representative shall have been appointed and shall have furnished proof satisfactory to Dominion Resources of the representative's right to receive payment.

Following receipt of written instructions from a participant to sell some or

all of his shares held under the Plan, the Plan will do so and send the participant a check representing the proceeds (and the cash value of any fractional share), less brokerage commissions and any applicable taxes. SALES OF SUCH SHARES WILL

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BE MADE AT LEAST ONCE A WEEK AND PARTICIPANTS SHOULD ALLOW APPROXIMATELY THREE WEEKS BETWEEN THE TIME A SALES REQUEST IS RECEIVED BY DOMINION RESOURCES AND THE PROCEEDS ARE DISBURSED. NO SHARES WILL BE SOLD BETWEEN THE FOURTH BUSINESS DAY PRIOR TO A DIVIDEND RECORD DATE AND THE FOLLOWING DIVIDEND PAYMENT DATE.

If a participant transfers or otherwise disposes of all shares of Dominion Resources Common Stock held by the participant, dividends on shares held in the participant's Plan account will continue to be reinvested, and optional cash investments may continue to be made by the participant, until the Plan receives written notification from the participant that he wishes to withdraw from the Plan.

Any Common Stock distributed by Dominion Resources as a result of a stock dividend or a stock split on shares held under the Plan for a participant will be credited to the participant's account. In the event that Dominion Resources makes available to holders of its Common Stock rights to purchase additional shares or other securities, the Plan will sell all rights received by it for participants and invest the resulting funds in shares of Dominion Resources Common Stock with the next regular cash dividend. Participants who wish to exercise any rights relating to their shares will be able to do so only if they have requested that certificates for the shares purchased under the Plan be issued to them prior to the record date for the distribution of the rights.

Neither Dominion Resources, the Plan nor its nominee, custodian or co-fiduciary shall be liable for any claim or liability arising out of any act done by any of them in good faith, or arising out of any good faith omission by any of them to act.

All matters in connection with the Plan shall be governed by the laws of the Commonwealth of Virginia.

#### FEDERAL INCOME TAX CONSEQUENCES

Generally, a holder of Dominion Resources Common Stock who participates in the Plan will have the same Federal income tax obligations for dividends reinvested under the Plan as for dividends received in cash. A participant will be treated for Federal income tax purposes as having received dividend income equal to the full amount of any cash dividend payable on the participant's Plan shares plus the participant's share of any brokerage fees paid by Dominion Resources on shares purchased on the open market. This is true even though these amounts are not actually received by the participant in cash but are applied to the purchase of additional shares for the participant's account. A participant's tax basis in the dividend shares, as well as shares purchased on the open market, will include any amount the participant is treated as having received, and the holding period for such shares will begin the day after the purchase date.

When a participant receives certificates for whole shares credited to the participant's account under the Plan, the participant will not realize any taxable income. However, a participant who receives a cash adjustment for a fraction of a share may realize a gain or loss with respect to such fraction. A gain or loss may also be realized by the participant when whole shares are sold, either pursuant to the participant's request upon withdrawal from the Plan or by the participant after withdrawal from the Plan. The amount of such gain or loss will be the difference between the amount which the participant realizes for the shares or fraction of a share and the tax basis of the participant in the shares.

The foregoing is only a summary of the Federal income tax consequences of participating in the Plan and does not constitute tax advice. Specific questions should be referred to the participant's tax advisor.

#### THE COMPANY

Dominion Resources, organized in 1983, has its principal place of business at Riverfront Plaza, West Tower, 901 East Byrd Street, Richmond, Virginia 23219, telephone (804) 775-5700. Dominion Resources owns all of the outstanding common stock of its three immediate subsidiaries. Virginia Electric and Power Company, which does business in Virginia as Virginia Power and in North Carolina as North Carolina Power, is the principal subsidiary of Dominion Resources.

Dominion Resources' other immediate subsidiaries are: Dominion Capital, Inc., active in investment management and real estate management and development; and Dominion Energy, Inc., active in nonutility electric power generation projects and joint venture development of natural gas reserves.

#### USE OF PROCEEDS

The proceeds to Dominion Resources from the issuance of shares of Common Stock pursuant to the Plan will be added to the general funds of Dominion Resources and will be used to meet its capital requirements and the capital requirements of its subsidiaries.

#### INDEMNIFICATION UNDER THE SECURITIES ACT

Except in limited circumstances, Dominion Resources is required by provisions in its Articles of Incorporation to indemnify its directors and officers against liability incurred by them as a result of their service in those capacities. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or persons controlling Dominion Resources pursuant to the foregoing provisions, Dominion Resources has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is therefore unenforceable.

#### COMMON STOCK DIVIDENDS AND PRICE RANGE

Virginia Electric and Power Company and (beginning in September 1983) Dominion Resources have paid cash dividends on their publicly held Common Stock in each year since 1925. Such dividends were paid in the following annual amounts per share for the last five years: (adjusted to reflect Dominion Resources' 3 for 2 stock split for shares of record on January 2, 1992): 1990 -- \$2.23; 1991 -- \$2.32; 1992 -- \$2.40; 1993 -- \$2.48 and 1994 -- \$2.55. Typically, in the fall of each year, the Dominion Resources Board of Directors reviews the Common Stock dividend rate. In October 1994, the Board increased the dividend to an indicated annual rate of \$2.58 per share.

The following table shows the high and low sales prices of Dominion Resources Common Stock as reported on the composite tape by The Wall Street Journal.

YEAR	HIGH	LOW
1993		
First quarter.....	44 1/4	38 1/4
Second quarter.....	45	41 7/8
Third quarter.....	48 7/8	44 1/8
Fourth quarter.....	49 1/2	43 7/8

1994		
First quarter.....	45 3/8	39 5/8
Second quarter.....	42 1/2	35 7/8
Third quarter.....	38 3/8	34 7/8
Fourth quarter.....	38 1/8	35 1/8

1995		
First quarter.....	39 1/4	35 1/2
Second quarter (through June 23, 1995).....	38 5/8	35 7/8

The last reported sale price of Common Stock on the New York Stock Exchange on June 23, 1995 was \$37 5/8 per share.

The price of common stock varies over time and neither the price of Dominion Resources Common Stock nor the dividends paid upon the Common Stock are guaranteed by any governmental authority or otherwise.

#### EXPERTS

The consolidated financial statements incorporated by reference in the Dominion Resources Annual Report for 1994 on Form 10-K have been audited by Deloitte & Touche LLP, independent auditors, as stated in their report incorporated by reference in such Form 10-K. Such consolidated financial statements are incorporated herein by reference in reliance on such report given upon the authority of that firm as experts in accounting and auditing.

Legal conclusions relating to franchises, title to properties, rate, environmental and other regulatory matters and litigation in Dominion Resources' Annual Report on Form 10-K for the fiscal year ended December 31, 1994 (incorporated by reference in this Prospectus) have been reviewed by Hunton & Williams, Richmond, Virginia, except that, so far as matters relating to title to properties are governed by the laws of West Virginia, they have been reviewed by Jackson & Kelly, Charleston, West Virginia. Such conclusions are incorporated in this prospectus by reference in reliance on their authority as experts.

NO PERSONS HAVE BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED OR INCORPORATED IN THIS PROSPECTUS AND, IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED. THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY SECURITIES OTHER THAN THOSE TO WHICH IT RELATES, OR AN OFFER OR SOLICITATION WITH RESPECT TO THOSE SECURITIES TO WHICH IT RELATES TO ANY PERSONS IN ANY JURISDICTION WHERE SUCH OFFER OR SOLICITATION WOULD BE UNLAWFUL. THE DELIVERY OF THIS PROSPECTUS AT ANY TIME DOES NOT IMPLY THAT THE INFORMATION CONTAINED OR INCORPORATED HEREIN AT ITS DATE IS CORRECT AS OF ANY TIME SUBSEQUENT TO ITS DATE.

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AUTOMATIC DIVIDEND REINVESTMENT  
AND STOCK PURCHASE PLAN

June 28, 1995  
Common Stock  
(Without Par Value)

[Dominion Resources Logo]

PART II

ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION.

	ESTIMATED
Securities and Exchange Commission fee.....	\$45,409
Printing expense -- Registration Statement and Prospectus, etc.....	24,500
Transfer Agent and Registrar fees.....	3,000
Fees of New York Stock Exchange for listing.....	3,500
Counsel fees.....	6,000
Accountants' fees.....	5,000
Miscellaneous.....	1,091
Total.....	\$88,500

ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Article VI of Dominion Resources' Articles of Incorporation mandates indemnification of its directors and officers to the full extent permitted by the Virginia Stock Corporation Act (the Virginia Act) and any other applicable law. The Virginia Act permits a corporation to indemnify its directors and officers against liability incurred in all proceedings, including derivative proceedings, arising out of their service to the corporation or to other corporations or enterprises that the officer or director was serving at the request of the corporation, except in the case of willful misconduct or a knowing violation of a criminal law. Dominion Resources is required to indemnify its directors and officers in all such proceedings if they have not violated this standard.

In addition, Article VI of Dominion Resources' Articles of Incorporation limits the liability of its directors and officers to the full extent permitted by the Virginia Act as now and hereafter in effect. The Virginia Act places a limit on the liability of a director or officer in derivative or shareholder proceedings equal to the lesser of (i) the amount specified in the corporation's articles of incorporation or a shareholder-approved bylaw; or (ii) the greater of (a) \$100,000 or (b) twelve months of cash compensation received by the director or officer. The limit does not apply in the event the director or officer has engaged in willful misconduct or a knowing violation of a criminal law or a federal or state securities law. The effect of Dominion Resources' Articles of Incorporation, together with the Virginia Act, is to eliminate liability of directors and officers for monetary damages in derivative or

shareholder proceedings so long as the required standard of conduct is met.

ITEM 16. EXHIBITS:

- 4(i) -- Articles of Incorporation of Dominion Resources, Inc. as in effect on May 4, 1987 (Exhibit 3(i), Form 10-K for the fiscal year ended December 31, 1993, File No. 1-8489, incorporated by reference).
- 4(ii) -- Bylaws of Dominion Resources, Inc., as in effect on September 21, 1994 (Exhibit 3(ii), Form 10-K for the fiscal year ended December 31, 1994, File No. 1-8489, incorporated by reference).
- 5 -- Opinion of Hunton & Williams (filed herewith).
- 23(i) -- Consent of Hunton & Williams (contained in Exhibit 5).
- 23(ii) -- Consent of Jackson & Kelly (filed herewith).
- 23(iii) -- Consent of Deloitte & Touche LLP (filed herewith).
- 24 -- Powers of Attorney (included herein).

ITEM 17. UNDERTAKINGS.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

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(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the

registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

#### POWERS OF ATTORNEY

Each person whose signature appears below hereby authorizes either agent for service named in the registration statement, as attorney-in-fact, to sign on his behalf individually and in each capacity stated below and file all amendments and post-effective amendments to the registration statement, and Dominion Resources hereby confers like authority to sign and file on its behalf.

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#### 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-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Richmond, Commonwealth of Virginia, on the 28th day of June, 1995.

DOMINION RESOURCES, INC.

By THOS. E. CAPPS  
(Thos. E. Capps, Chairman of the  
Board of Directors  
Chief Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the 28th day of June, 1995.

SIGNATURE	TITLE
JOHN B. ADAMS, JR. John B. Adams, Jr.	Director
TYNDALL L. BAUCOM Tyndall L. Baucom	President (Chief Operating Officer) and Director
JOHN B. BERNHARDT John B. Bernhardt	Director
THOS. E. CAPPS Thos. E. Capps	Chairman of the Board of Directors (Chief Executive Officer) and Director



BENJAMIN J. LAMBERT, III Benjamin J. Lambert, III	Director
RICHARD L. LEATHERWOOD Richard L. Leatherwood	Director
HARVEY L. LINDSAY, JR. Harvey L. Lindsay, Jr.	Director
K. A. RANDALL K. A. Randall	Director
WILLIAM T. ROOS William T. Roos	Director
Frank S. Royal	Director

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SIGNATURE

TITLE

JUDITH B. SACK Judith B. Sack	Director
RICHARD L. SHARP Richard L. Sharp	Director
S. Dallas Simmons	Director
Robert H. Spilman	Director
LINWOOD R. ROBERTSON Linwood R. Robertson	Senior Vice President (Chief Financial Officer)
J. L. TRUEHEART J. L. Trueheart	Vice President and Controller (Principal Accounting Officer)

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EXHIBIT INDEX

EXHIBIT NO.	EXHIBIT
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4(ii)	Bylaws of Dominion Resources, Inc. as in effect on September 21, 1994 (Exhibit 3(ii), Form 10-K for the fiscal year ended December 31, 1994, File No. 1-8489, incorporated by reference).
5	Opinion of Hunton & Williams (filed herewith).
23(i)	Consent of Hunton & Williams (contained in Exhibit 5).
23(ii)	Consent of Jackson & Kelly (filed herewith).
23(iii)	Consent of Deloitte & Touche LLP (filed herewith).



OPINION OF HUNTON & WILLIAMS

EXHIBIT 5

June 28, 1995

Dominion Resources, Inc.  
Riverfront Plaza, West Tower  
901 East Byrd Street  
Richmond, Virginia 23219

DOMINION RESOURCES, INC.  
AUTOMATIC DIVIDEND REINVESTMENT AND STOCK PURCHASE PLAN

Gentlemen:

We have acted as counsel to Dominion Resources, Inc., a Virginia corporation (the "Company"), in connection with the Company's Registration Statement on Form S-3 to be filed with the Securities and Exchange Commission on or about June 28, 1995 (the "Registration Statement"), with respect to the proposed issuance and sale of shares of the Company's Common Stock, without par value (the "Common Stock"), pursuant to the above-referenced plan (the "Plan"). In connection with the foregoing, we have examined the Registration Statement and such other documents as we have considered necessary in rendering the opinions expressed below.

For purposes of the opinions expressed below, we have assumed (i) the authenticity of all documents submitted to us as originals and (ii) the conformity to the originals of all documents submitted to us as certified or photostatic copies and the authenticity of the originals.

Based on the foregoing, we are of the opinion that the Company has been duly incorporated and is validly existing and in good standing under the laws of the Commonwealth of Virginia, with the corporate power and authority to conduct its business and issue the Common Stock pursuant to the Plan.

We further are of the opinion that the issuance and sale of the Common Stock pursuant to the Plan has been duly authorized by the Company's Board of Directors and that when the steps outlined below have been completed, (i) no further consent, approval, authorization or order of any governmental agency or body or official will be required to be made for the issuance and sale of the Common Stock pursuant to the Plan (except such governmental authorization as may be necessary under the Blue Sky laws of the several states) and (ii) the shares of Common Stock issued pursuant to the Plan will be validly issued, fully paid and nonassessable.

The steps to be taken as indicated in the preceding paragraph are:

- (i) compliance with the Securities Act of 1933, as amended; and
- (ii) issuance and sale of the Common Stock in accordance with the terms and conditions of the Plan.

We hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement and to the statements made in regard to our firm under the caption EXPERTS in the Registration Statement.

Very truly yours,

HUNTON & WILLIAMS



CONSENT OF JACKSON & KELLY

EXHIBIT 23(ii)

June 28, 1995

Dominion Resources, Inc.  
Richmond, Virginia 23261

RE: DOMINION RESOURCES, INC.  
AUTOMATIC DIVIDEND REINVESTMENT AND STOCK PURCHASE PLAN

Dear Sirs:

We hereby consent to the statements made in respect to our firm under the caption "EXPERTS" appearing in the Registration Statement on Form S-3 (and the prospectus included therein) of Dominion Resources, Inc., to be filed on or about June 28, 1995, with the Securities and Exchange Commission under the provisions of the Securities Act of 1933, as amended, for registration of 3,500,000 shares of its Common Stock, without par value.

Very truly yours,

JACKSON & KELLY

CONSENT OF INDEPENDENT AUDITORS

EXHIBIT 23(iii)

We consent to the incorporation by reference in this Registration Statement of Dominion Resources, Inc. on Form S-3 of our report dated February 6, 1995 (which expresses an unqualified opinion and includes an explanatory paragraph relating to changes in accounting principles), appearing in the Annual Report on Form 10-K of Dominion Resources, Inc. for the year ended December 31, 1994, and to the reference to us under the heading "Experts" in the Prospectus, which is a part of this Registration Statement.

DELOITTE & TOUCHE LLP  
Richmond, Virginia  
June 28, 1995