

DOMINION RESOURCES INC /VA/

Form 424B5

May 22, 2015

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Filed pursuant to Rule 424(b)(5)

Registration No. 333-201149

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price	Amount of
to be Registered	Registered	Per Share (1)	Aggregate Offering Price	Registration Fee (1)(2)
Common Stock	2,800,000 Shares	\$71.99	\$201,572,000	\$23,423

- (1) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended, and based on the average of the high and low prices reported on the New York Stock Exchange on May 15, 2015.
- (2) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended.
- (3) This Calculation of Registration Fee table shall be deemed to update the Calculation of Registration Fee table in the Company's Registration Statement of Form S-3 (File No. 333-201149) in accordance with Rules 456(b) and 457(r) under the Securities Act of 1933, as amended.

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PROSPECTUS SUPPLEMENT

(To Prospectus Dated December 19, 2014)

Dominion Resources, Inc.

2,800,000 Shares

Common Stock

This prospectus supplement and accompanying base prospectus relate to the offer and sale of 2,800,000 shares of our common stock.

Our common stock is listed and traded on the New York Stock Exchange under the symbol **D**. The last reported sale price of our common stock on the New York Stock Exchange on May 20, 2015 was \$71.89 per share.

The underwriter named in this prospectus supplement has agreed to purchase our common stock from us at a price of \$71.96 per share, which will result in \$201,488,000 of proceeds to us, before expenses. The underwriter may offer the shares of common stock for sale in transactions on the New York Stock Exchange, in the over-the-counter market, through negotiated transactions or otherwise at market prices or at negotiated prices. See **Underwriting** for further information.

Investing in our common stock involves risks. For a description of these risks, see Risk Factors on page S-9 of this prospectus supplement, the Risk Factors section of our most recent Annual Report on Form 10-K and in our other reports we file with the Securities and Exchange Commission.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying base prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriter expects to deliver the shares of common stock to purchasers in book-entry form only through The Depository Trust Company on or about May 27, 2015.

UBS Investment Bank

The date of this prospectus supplement is May 20, 2015.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of this common stock offering and certain other matters relating to us and our financial condition. The second part, the accompanying base prospectus, gives more general information about securities we may offer from time to time, some of which does not apply to the common stock we are offering pursuant to this prospectus supplement. Generally, when we refer to the prospectus, we are referring to both parts of this document combined. To the extent the description of the common stock in the prospectus supplement differs from the description of common stock in the accompanying base prospectus, you should only rely on the information in the prospectus supplement.

You should rely only on the information contained in this document or to which this document refers you, or in other offering materials filed by us with the Securities and Exchange Commission (SEC). We have not authorized anyone, and the underwriter has not authorized anyone, to provide you with different information. We take no responsibility for, and can provide no assurance as to the reliability of, any different or inconsistent information. This document may only be used where it is legal to sell these securities. The information which appears in this document and which is incorporated by reference in this document may only be accurate as of the date of this prospectus supplement or the date of the document in which incorporated information appears. Our business, financial condition, results of operations and prospects may have changed since the date of such information.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our file number with the SEC is 001-08489. Our SEC filings are available to the public over the Internet at the SEC's web site at <http://www.sec.gov>. You may also read and copy any document we file at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room.

The SEC allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus supplement and information that we file later with the SEC will automatically update or supersede this information. We make some of our filings with the SEC on a combined basis with two of our subsidiaries, Virginia Electric and Power Company (Virginia Power) and Dominion Gas Holdings, LLC (Dominion Gas). Our combined filings with the SEC present separate filings by each of Virginia Power, Dominion Gas and the Company. We incorporate by reference the documents listed below (other than any portions of the documents not deemed to be filed) and any future filings made with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), except those portions of filings that relate to Virginia Power or Dominion Gas as a separate registrant, until such time as all of the securities covered by this prospectus supplement have been sold:

Annual Report on Form 10-K for the year ended December 31, 2014;

Quarterly Report on Form 10-Q for the quarter ended March 31, 2015; and

Current Reports on Form 8-K, filed January 23, 2015, May 6, 2015 and May 20, 2015.

You may request a copy of these filings, at no cost, by writing or telephoning us at:

Corporate Secretary, Dominion Resources, Inc., 120 Tredegar Street, Richmond, Virginia 23219, Telephone (804) 819-2000.

FORWARD-LOOKING INFORMATION

We have included certain information in this prospectus supplement or other offering materials which is forward-looking information as defined by the Private Securities Litigation Reform Act of 1995. Examples include discussions as to our expectations, beliefs, plans, goals, objectives and future financial or other performance or assumptions concerning matters discussed in this prospectus. This information, by its nature, involves estimates, projections, forecasts and uncertainties that could cause actual results or outcomes to differ substantially from those expressed in the forward-looking statement.

The businesses that we and our subsidiaries conduct are influenced by many factors that are difficult to predict, involve uncertainties that may materially affect actual results and are often beyond our ability to control. We have identified a number of these factors in our annual and other reports as described under the heading "Risk Factors" and we refer you to that discussion for further information. These factors include but are not limited to:

Unusual weather conditions and their effect on energy sales to customers and energy commodity prices;

Extreme weather events and other natural disasters, including hurricanes, high winds, severe storms, earthquakes, flooding and changes in water temperatures and availability that can cause outages and property damage to facilities;

Federal, state and local legislative and regulatory developments, including changes in federal and state tax laws and regulations;

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Changes to federal, state and local environmental laws and regulations, including those related to climate change, the tightening of emission or discharge limits for greenhouse gases and other emissions, more extensive permitting requirements and the regulation of additional substances;

Cost of environmental compliance, including those costs related to climate change;

Changes in enforcement practices of regulators relating to environmental standards and litigation exposure for remedial activities;

Changes in regulator implementation of environmental standards and litigation exposure for remedial activities;

Difficulty in anticipating mitigation requirements associated with environmental and other regulatory approvals;

Risks associated with the operation of nuclear facilities, including costs associated with the disposal of spent nuclear fuel, decommissioning, plant maintenance and changes in existing regulations governing such facilities;

Unplanned outages at facilities in which we have an ownership interest;

Fluctuations in energy-related commodity prices and the effect these could have on our earnings and our liquidity position and the underlying value of our assets;

Counterparty credit and performance risk;

Capital market conditions, including the availability of credit and the ability to obtain financing on reasonable terms;

Risks associated with Virginia Power's membership and participation in PJM Interconnection L.L.C., including risks related to obligations created by the default of other participants;

Fluctuations in the value of investments held in nuclear decommissioning trusts and in benefit plan trusts by us;

Fluctuations in interest rates;

Changes in rating agency requirements or credit ratings and their effect on availability and cost of capital;

Changes in financial or regulatory accounting principles or policies imposed by governing bodies;

Employee workforce factors including collective bargaining agreements and labor negotiations with union employees;

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Risks of operating businesses in regulated industries that are subject to changing regulatory structures;

Impacts of acquisitions, divestitures, transfers of assets to joint ventures or Dominion Midstream Partners, LP (Dominion Midstream), and retirements of assets based on asset portfolio reviews;

Receipt of approvals for, and timing of, closing dates for acquisitions and divestitures;

The timing and execution of Dominion Midstream's growth strategy;

Changes in rules for regional transmission organizations and independent system operators in which we participate, including changes in rate designs, changes in the Federal Energy Regulatory Commission's (FERC) interpretation of market rules and new and evolving capacity models;

Political and economic conditions, including inflation and deflation;

Domestic terrorism and other threats to our physical and intangible assets, as well as threats to cybersecurity;

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Changes in demand for our services, including industrial, commercial and residential growth or decline in our service areas, changes in supplies of natural gas delivered to our pipeline and processing systems, failure to maintain or replace customer contracts on favorable terms, changes in customer growth or usage patterns, including as a result of energy conservation programs, the availability of energy efficient devices and the use of distributed generation methods;

Additional competition in industries in which we operate, including in electric markets in which our merchant generation facilities operate, and competition in the development, construction and ownership of certain electric transmission facilities in Virginia Power's service territory in connection with FERC Order 1000;

Changes in technology, particularly with respect to new, developing or alternative sources of generation and smart grid technologies;

Changes to regulated electric rates and regulated gas distribution, transportation and storage rates, including liquefied natural gas storage, collected by us;

Changes in operating, maintenance and construction costs;

Timing and receipt of regulatory approvals necessary for planned construction or expansion projects and compliance with conditions associated with such regulatory approvals;

The inability to complete planned construction, conversion or expansion projects at all, or with the outcomes or within the terms and time frames initially anticipated;

Adverse outcomes in litigation matters or regulatory proceedings; and

The impact of operational hazards, including adverse developments with respect to pipeline and plant safety or integrity, equipment loss, malfunction or failure, operator error, and other catastrophic events.

Any forward-looking statement speaks only as of the date on which it is made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which it is made.

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PROSPECTUS SUPPLEMENT SUMMARY

In this prospectus supplement, unless otherwise indicated or the context otherwise requires, the words Dominion, Company, we, our and us refer to Dominion Resources, Inc., a Virginia corporation, and its subsidiaries and predecessors.

The following summary contains basic information about this offering. It may not contain all the information that is important to you. The DESCRIPTION OF CAPITAL STOCK and VIRGINIA STOCK CORPORATION ACT AND THE ARTICLES AND THE BYLAWS sections of the accompanying base prospectus contain more detailed information regarding our common stock. The following summary is qualified in its entirety by reference to the more detailed information appearing elsewhere in this prospectus supplement and in the accompanying base prospectus.

DOMINION

Dominion, headquartered in Richmond, Virginia and incorporated in Virginia in 1983, is one of the nation's largest producers and transporters of energy. Our strategy is to be a leading provider of electricity, natural gas and related services to customers primarily in the eastern region of the U.S. Our portfolio of assets includes approximately 24,600 megawatts of generating capacity, 6,455 miles of electric transmission lines and 12,200 miles of natural gas transmission, gathering and storage pipeline. We operate one of the nation's largest natural gas storage systems with 928 billion cubic feet of storage capacity and serve utility and retail energy customers in 13 states.

We are focused on expanding our investment in regulated and long-term contracted electric generation, transmission and distribution and regulated natural gas transmission and distribution infrastructure within and around our existing footprint. Our nonregulated operations include merchant generation, energy marketing and price risk management activities. Our operations are conducted through various subsidiaries, including Virginia Power, a regulated public utility that generates, transmits and distributes electricity for sale in Virginia and northeastern North Carolina, and Dominion Gas, a holding company for the majority of our regulated natural gas businesses, which conduct business activities through an interstate natural gas transmission pipeline system and storage facilities, a local natural gas distribution network and natural gas gathering, processing and treatment facilities. We also own the general partner and 70.9% of the limited partner interests in Dominion Midstream, which owns a \$50 million preferred equity interest and the general partner interest in Dominion Cove Point LNG, LP, which owns liquefied natural gas import, storage, regasification and transportation assets, and also owns all of the issued and outstanding membership interests of Dominion Carolina Gas Transmission, LLC, which owns and operates nearly 1,500 miles of FERC-regulated interstate natural gas pipeline in South Carolina and southeastern Georgia.

Our address and telephone number are: 120 Tredegar Street, Richmond, Virginia 23219, Telephone (804) 819-2000.

Recent Development

On May 6, 2015, at the 2015 Annual Meeting of Shareholders of Dominion, our shareholders approved an amendment to Dominion's Amended and Restated Bylaws. This amendment allows a special meeting of shareholders to be called by the Corporate Secretary upon the written request of shareholders owning continuously for a period of at least one year prior to the date of such request more than 25% of the outstanding shares of our common stock. As stated in the base prospectus, prior to this amendment the ownership requirement was more than one-third of all of our outstanding shares of common stock. The amendment was effective immediately.

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THE OFFERING

Common Stock Offered 2,800,000 shares of common stock.

Common Stock to be Outstanding after the Offering⁽¹⁾ 593,472,699 shares

Use of Proceeds We intend to use the net proceeds from this offering for general corporate purposes, to finance capital expenditures and to repay short-term debt including commercial paper. If more than 5% of the net proceeds of this offering, not including underwriting compensation, will be received by affiliates of the underwriter in this offering, this offering will be conducted in compliance with FINRA Rule 5121, as administered by the Financial Industry Regulatory Authority. Pursuant to that rule, the appointment of a qualified independent underwriter is not necessary in connection with this offering.

New York Stock Exchange Symbol D

Risk Factors An investment in shares of our common stock is subject to risks. Please refer to the section entitled Risk Factors beginning on page S-9 and other information included or incorporated by reference in this prospectus supplement or the accompanying base prospectus for a discussion of factors you should carefully consider before investing in shares of our common stock.

(1) Based on 590,672,699 shares outstanding as of May 19, 2015.

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RISK FACTORS

Investing in our common stock involves risks. Some of these risks relate to our business and some relate to this offering. In consultation with your own financial and legal advisers, you should carefully consider, among other matters, the discussion of risks that we have incorporated by reference herein and set forth below before deciding whether an investment in our common stock is suitable for you.

Risks Relating to Our Business

Our business is influenced by many factors that are difficult to predict, involve uncertainties that may materially affect actual results and are often beyond our control. We have identified a number of these factors under the heading **Risk Factors** in our Annual Report on Form 10-K for the year ended December 31, 2014, which is incorporated by reference in this prospectus supplement.

Risks Relating to this Offering

The price of our common stock may be adversely affected by the issuance and sale of our common stock, including pursuant to this offering. We cannot predict the effect that issuances or sales of our common stock, including pursuant to this offering, may have on the market price for our common stock. The issuance and sale of substantial amounts of common stock, including issuances and sales pursuant to this offering, could adversely affect the market price of our common stock.

USE OF PROCEEDS

We intend to use the net proceeds from this offering for general corporate purposes, to finance capital expenditures and to repay short-term debt, which as of April 30, 2015 included \$1.374 billion in outstanding commercial paper with a weighted average yield of 0.5609% per year and a weighted average maturity of approximately 29 days.

Table of Contents**CAPITALIZATION**

The table below shows our unaudited capitalization on a consolidated basis as of March 31, 2015. The **As Adjusted** column reflects our capitalization after giving effect to this offering of common stock and the intended use of the net proceeds from this offering. You should read this table along with our audited financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2014, as well as the unaudited information presented in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2015. See **WHERE YOU CAN FIND MORE INFORMATION** on page S-4 and **USE OF PROCEEDS** on page S-9.

	(unaudited) March 31, 2015 (in millions)	
	Actual	As Adjusted
Short-term debt ⁽¹⁾	\$ 5,022	\$ 4,821
Long-term debt:		
Senior Notes and other long-term debt	17,896	17,896
Junior Subordinated Notes	1,373	1,373
Remarketable Subordinated Notes	2,084	2,084
Total long-term debt ^{(2),(3)}	21,353	21,353
Total equity	12,416	12,617
Total capitalization	\$ 38,791	\$ 38,791

(1) Includes securities due within one year, which includes a \$1.7 million gain on fair value hedges.

(2) Includes a \$13.6 million gain on fair value hedges.

(3) Includes the effect of unamortized discount (\$56.7 million) net of unamortized premium (\$18.3 million).

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Our common stock is listed on the New York Stock Exchange under the symbol D. The following table sets forth the range of intra-day high and low sale prices, as reported on the New York Stock Exchange, and the cash dividends declared on the common stock for the periods indicated:

	Price Range		Dividends
	High	Low	
2012			
First Quarter	\$ 53.68	\$ 48.87	\$ 0.5275
Second Quarter	54.69	49.87	0.5275
Third Quarter	55.62	52.15	0.5275
Fourth Quarter	53.89	48.94	0.5275
2013			
First Quarter	\$ 58.25	\$ 51.92	\$ 0.5625
Second Quarter	61.85	53.79	0.5625
Third Quarter	64.04	55.51	0.5625
Fourth Quarter	67.97	61.36	0.5625
2014			
First Quarter	\$ 72.22	\$ 63.14	\$ 0.6000
Second Quarter	73.75	67.06	0.6000
Third Quarter	71.62	64.71	0.6000
Fourth Quarter	80.89	65.53	0.6000
2015			
First Quarter	\$ 79.89	\$ 68.25	\$ 0.6475
Second Quarter (through May 20, 2015)	74.34	70.07	

On May 20, 2015, the last reported sale price of the common stock on the New York Stock Exchange was \$71.89 per share.

Dividends on our common stock are paid as declared by Dominion's board of directors. On May 13, 2015, our board of directors declared a quarterly dividend of \$0.6475 per share payable on June 20, 2015 to shareholders of record on May 29, 2015. Dividends are typically paid on the 20th of March, June, September and December of each year. Dividends can be paid by check or electronic deposit, or may be reinvested.

As of March 31, 2015, we had approximately 589 million shares of our common stock outstanding, and there were approximately 131,000 holders of record of our common stock.

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MATERIAL UNITED STATES FEDERAL INCOME TAX AND ESTATE TAX

CONSIDERATIONS FOR NON-U.S. HOLDERS

The following is a summary of the material United States federal income and, to a limited extent, United States federal estate tax consequences relating to the purchase, ownership and disposition of our common stock. Except where noted, this summary deals only with common stock that is held as a capital asset (generally, property held for investment) by a non-U.S. holder (as defined below).

A non-U.S. holder means a beneficial owner of our common stock that, for United States federal income tax purposes, is an individual, corporation (or entity treated as a corporation), estate or trust and is not any of the following:

an individual citizen or resident of the United States, including without limitation an alien individual who is a lawful permanent resident of the United States or who meets the substantial presence test under Section 7701(b) of the Internal Revenue Code of 1986, as amended (the Code);

a corporation created or organized in or under the laws of the United States, any state thereof or the District of Columbia;

an estate, the income of which is subject to United States federal income taxation regardless of its source; or

a trust if (1) its administration is subject to the primary supervision of a court within the United States and one or more United States persons have the authority to control all substantial decisions of the trust or (2) it has a valid election in effect under applicable United States Treasury regulations to be treated as a United States person.

This summary is based upon provisions of the Code and Treasury regulations, administrative rulings and judicial decisions, all as of the date hereof. Those authorities may be changed, perhaps retroactively, so as to result in United States federal income and estate tax consequences different from those summarized below. This summary does not address all aspects of United States federal income and estate taxation and does not deal with foreign, state, local, gift or alternative minimum tax or other tax considerations that may be relevant to non-U.S. holders in light of their personal circumstances. In addition, this summary does not address tax considerations applicable to investors that may be subject to special treatment under the United States federal income tax laws such as (without limitation):

United States expatriates and certain former citizens or long-term residents of the United States;

shareholders that hold our common stock as part of a straddle, appreciated financial position, synthetic security, hedge, conversion transaction, constructive sale or other integrated investment or risk reduction transaction;

shareholders that acquired our common stock through the exercise of employee stock options or otherwise as compensation or through a tax-qualified retirement plan;

shareholders that are partnerships or entities treated as partnerships for United States federal income tax purposes, or other pass-through entities, and owners thereof;

financial institutions and banks;

insurance companies;

persons that hold in excess of 5% of our common stock;

controlled foreign corporations, passive foreign investment companies and corporations that accumulate earnings to avoid United States federal income tax;

real estate investment trusts and regulated investment companies;

tax-exempt entities;

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governmental organizations;

dealers in securities or foreign currencies; and

traders in securities that use the mark-to-market method of accounting for United States federal income tax purposes.

If a partnership (including an entity treated as a partnership for United States federal income tax purposes) holds our common stock, the tax treatment of a partner generally will depend upon the status of the partner and the activities of the partnership. If you are a partner of a partnership (including an entity treated as a partnership for United States federal income tax purposes) holding our common stock, you should consult your tax advisor regarding the United States federal income tax considerations of the purchase, ownership and disposition of our common stock by such partnership.

We have not sought any ruling from the Internal Revenue Service (IRS) with respect to the statements made and the conclusions reached in the following summary, and there can be no assurance that the IRS or a court will agree with such statements and conclusions.

INVESTORS CONSIDERING THE PURCHASE OF OUR COMMON STOCK SHOULD CONSULT THEIR TAX ADVISORS WITH RESPECT TO THE APPLICATION OF THE UNITED STATES FEDERAL INCOME AND ESTATE TAX LAWS TO THEIR PARTICULAR SITUATIONS AS WELL AS ANY TAX CONSEQUENCES ARISING UNDER THE UNITED STATES FEDERAL GIFT TAX LAWS OR THE LAWS OF ANY STATE, LOCAL OR FOREIGN TAXING JURISDICTION OR ANY APPLICABLE TAX TREATY.

Distributions

If we make distributions on our common stock, such distributions will generally constitute dividends for United States federal income tax purposes to the extent paid from our current or accumulated earnings and profits, as determined under United States federal income tax principles. To the extent such distributions exceed our current and accumulated earnings and profits, such excess will constitute a return of capital and will first reduce the non-U.S. holder's adjusted tax basis in our common stock, but not below zero, and then will be treated as gain from the sale of our common stock (see *Gain on Disposition of Common Stock* below). To the extent a distribution constitutes a dividend for United States federal income tax purposes, such dividend paid to a non-U.S. holder of our common stock ordinarily will be subject to withholding of United States federal income tax at a rate of 30%, or such lower rate as may be specified under an applicable income tax treaty. In order to receive a reduced treaty rate, a non-U.S. holder must provide the applicable withholding agent with IRS Form W-8BEN or IRS Form W-8BEN-E (or applicable successor form) properly certifying eligibility for the reduced rate.

Dividends paid to a non-U.S. holder that are effectively connected with the conduct of a trade or business by the non-U.S. holder in the United States (and, if required by an applicable income tax treaty, are attributable to a United States permanent establishment or fixed base of the non-U.S. holder) generally will be exempt from the withholding tax described above (provided that certain certification requirements described below are satisfied) and instead will be subject to United States federal income tax on a net income basis at the regular graduated United States federal income tax rates in the same manner as if the non-U.S. holder were a United States person as defined under the Code. In order to obtain this exemption from withholding tax, a non-U.S. holder must provide the applicable withholding agent with an IRS Form W-8ECI (or applicable successor form) properly certifying eligibility for such exemption. Any such effectively connected dividends received by a foreign corporation may be subject to an additional branch profits tax at a rate of 30% or such lower rate as may be specified by an applicable income tax treaty.

A non-U.S. holder of our common stock may obtain a refund of any excess amounts withheld under these rules if the non-U.S. holder is eligible for a reduced rate of United States withholding tax and an appropriate claim for refund is timely filed.

United States.

Number of Shares

(7)

Sole Voting Power

0

Beneficially

Owned by Each

(8)

Shared Voting Power

406,007 (1)

Reporting

Person

(9)

Sole Dispositive Power

0

With

(10)

Shared Dispositive Power

427,025 (1)

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

427,025 (1)

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

11.9% (2)

(14) Type of Reporting Person (See Instructions)

IN

(1) As a member of group with the other Reporting Persons, each Reporting Person is deemed to have acquired beneficial ownership of all equity securities of the Issuer beneficially owned by the other members of the group for purposes of Section 13(d) of the Act and this filing.

(2) Based upon 3,596,103 shares outstanding as of May 15, 2008 (according to information contained in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2008 filed with the Securities and Exchange Commission on May 16, 2008).

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CUSIP No. 87815X109

(1) Names of Reporting Persons.

Bruce Kusmin

(2) Check the appropriate box if a member of a Group (See Instructions)

(a) X

(b) O

(3) SEC Use Only

(4) Source of Funds (See Instructions)

PF

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) O

(6) Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned by Each Reporting Person	(7)	Sole Voting Power	
Owned by Each Reporting Person	(8)	Shared Voting Power	406,007 (1)
With	(9)	Sole Dispositive Power	
	(10)	Shared Dispositive Power	427,025 (1)

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
427,025 (1)

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) O

(13) Percent of Class Represented by Amount in Row (11) 11.9% (2)

(14) Type of Reporting Person (See Instructions)

IN

(1) As a member of group with the other Reporting Persons, each Reporting Person is deemed to have acquired beneficial ownership of all equity securities of the Issuer beneficially owned by the other members of the group for purposes of Section 13(d) of the Act and this filing.

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(2) Based upon 3,596,103 shares outstanding as of May 15, 2008 (according to information contained in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2008 filed with the Securities and Exchange Commission on May 16, 2008).

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This Amendment No. 4 (this Amendment) relates to the Schedule 13D, as amended, filed by Bicknell Family Holding Company, LLC, Bicknell Family Management Company, LLC, Bicknell Family Management Company Trust, Mariner Wealth Advisors, LLC, Martin C. Bicknell, Cherona Bicknell and Bruce Kusmin, (the Reporting Persons), with the Securities and Exchange Commission relating to the common stock, no par value (Common Stock) of Team Financial, Inc., a Kansas corporation (the Issuer). The Schedule 13D was originally filed with the Securities and Exchange Commission on August 21, 2006, Amendment No. 1 to the Schedule 13D was filed on November 13, 2006, Amendment No. 2 to the Schedule 13D was filed on August 31, 2007 and Amendment No. 3 to the Schedule 13D was filed on November 15, 2007 (the Schedule 13D, as previously amended, is hereafter referred to as the Schedule 13D). Terms defined in the Schedule 13D are used herein with the same meaning.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended by addition of the following:

On June 2, 2008, Keith B. Edquist, a stockholder of the Issuer, filed a Schedule 14A with the Securities and Exchange Commission announcing the solicitation of proxies to elect his three director nominees himself, Jeffrey L. Renner, and Lloyd A. Byerhof (the Edquist Nominees) in opposition to the Issuer's nominees. On June 6, 2008, Bicknell Family Holding Company, LLC delivered a letter to the Board of Directors of the Issuer expressing concern over the deterioration of the Issuer's financial condition and performance, the loss of stockholder value, the determination by the Office of the Comptroller of the Currency that the banks owned by the Issuer are in troubled condition, numerous instances of poor corporate governance, excessive executive compensation, and other matters described in that letter. The letter states there is clearly a need for a change in the composition of the Board of Directors in order to produce greater independence, more active and effective oversight, fresh thinking, financial discipline and better leadership. The letter also calls upon the Board of Directors to make changes in management to improve the financial performance of the Issuer and the accountability of management. In light of the concerns expressed in the letter and by Mr. Edquist, notification is given in the letter to the Issuer that the Reporting Persons plan to vote their shares to elect the Edquist Nominees at the upcoming meeting of stockholders. A copy of the letter to the Issuer's Board of Directors is attached hereto as Exhibit 99.1 and incorporated by reference.

Item 7. Material to be filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended by addition of the following:

99.1 Letter to the Board of Directors of Team Financial, Inc. dated June 6, 2006.

SIGNATURES

After reasonable inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

BICKNELL FAMILY HOLDING COMPANY, LLC

By: /s/ Martin C. Bicknell
Martin C. Bicknell, Manager

Dated: June 6, 2008

BICKNELL FAMILY MANAGEMENT COMPANY, LLC

By: /s/ Martin C. Bicknell
Martin C. Bicknell, Manager

Dated: June 6, 2008

BICKNELL FAMILY MANAGEMENT COMPANY TRUST

By: /s/ Martin C. Bicknell
Martin C. Bicknell, Co-Trustee

Dated: June 6, 2008

MARINER WEALTH ADVISORS, LLC

By: /s/ Martin C. Bicknell
Martin C. Bicknell, Manager

Dated: June 6, 2008

/s/ Martin C. Bicknell
Martin C. Bicknell

Dated: June 6, 2008

* /s/ Cherona Bicknell
Cherona Bicknell

Dated: June 6, 2008

* /s/ Bruce Kusmin

Bruce Kusmin

Dated: June 6, 2008

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*By: /s/ Martin C. Bicknell
Martin C. Bicknell

Attorney-in-Fact (pursuant to powers of attorney filed as
Exhibit 99.1 to the original Schedule 13D and to Amendment
No. 1 to Schedule 13D)

Dated: June 6, 2008