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SEC 1972 (6- this form are not required to respond unless the form displays a currently valid OMB control number. 02)

ATTENTION
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

PROCESSED
AUG 14 2002
THOMSON FINANCIAL

REC'D S.E.C.
AUG 13 2002
1086

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D
NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response...
SEC USE ONLY
Prefix Serial
DATE RECEIVED

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)

Extendible Commercial Notes

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Handwritten initials

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Virginia Electric and Power Company

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

701 East Cary Street, One James River Plaza Richmond, Virginia 23219 804-819-2000

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)

Brief Description of Business

Virginia Electric and Power Company is a regulated public utility that generates, transmits, and distributes power for sale in Virginia and northeastern North Carolina

Type of Business Organization

corporation limited partnership, already formed other (please specify):
 business trust limited partnership, to be formed

Month Year

Actual or Estimated Date of Incorporation or Organization: 0] 6] 0] 9] Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) [A]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that

address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	<input type="checkbox"/>	Promo	<input checked="" type="checkbox"/>	Beneficial Owner	<input type="checkbox"/>	Executive Officer	<input type="checkbox"/>	Direct	<input type="checkbox"/>	General and/or Managing Partner
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Full Name (Last name first, if individual) Dominion Resources, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

120 Tredegar Street, Richmond, Virginia 23219

Check Box(es) that Apply: Promo Beneficial Owner Executive Officer Direct or General and/or Managing Partner

Full Name (Last name first, if individual) see attached listing

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promo Beneficial Owner Executive Officer Direct or General and/or Managing Partner

Full Name (Last name first, if individual) see attached listing

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promo Beneficial Owner Executive Officer Direct or General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promo Beneficial Owner Executive Officer Direct or General and/or Managing Partner

individual?.....

3. Does the offering permit joint ownership of a single unit?.....

Yes [] No [X]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual) Goldman, Sachs & Co.

Business or Residence Address (Number and Street, City, State, Zip Code)

85 Broad Street, New York, NY 10004

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

[X] All States

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
- [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
- [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
- [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

[] All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

[] All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$200,000,000 *	\$ 0
Equity	\$ _____	\$ _____
[] Common [] Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify _____).	\$ _____	\$ _____
Total	\$200,000,000*	\$ 0

Answer also in Appendix, Column 3, if filing under ULOE.

*continuously offered commercial paper program; amount is program maximum

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	_____ 0*	\$ _____ 0*
Non-accredited Investors	_____	\$ _____
Total (for filings under Rule 504 only)	_____ 0*	\$ _____ 0*

Answer also in Appendix, Column 4, if filing under ULOE.

*first sale of notes have not occurred

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
	-	-
<u>Regulation A</u>	_____	\$ _____
	-	-
Rule 504	_____	\$ _____
	-	-
Total	_____	\$ _____
	-	-

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input checked="" type="checkbox"/>	\$ 4,000
Printing and Engraving Costs	<input type="checkbox"/>	\$
Legal Fees	<input checked="" type="checkbox"/>	\$10,000
Accounting Fees	<input checked="" type="checkbox"/>	\$ 8,000
Engineering Fees	<input type="checkbox"/>	\$
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ *
Other Expenses (identify) -- Rating Agency Fees	<input checked="" type="checkbox"/>	\$20,000
Total	<input checked="" type="checkbox"/>	\$42,000

*commission to be included as discount in pricing

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$-----

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[] \$ _____	[] \$ _____
Purchase of real estate	[] \$ _____	[] \$ _____
Purchase, rental or leasing and installation of machinery and equipment	[] \$ _____	[] \$ _____
Construction or leasing of plant buildings and facilities.....	[] \$ _____	[] \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[] \$ _____	[] \$ _____
Repayment of indebtedness	[] \$ _____	[] \$ _____
Working capital	[] \$ _____	[] \$ _____
Other (specify):_ general corporate purposes	[] \$ _____	[X] \$200,000,000
_____	[] \$ _____	[] \$ _____
_____	[] \$ _____	[] \$ _____
Column Totals	[] \$ _____	[] \$ _____
Total Payments Listed (column totals added)		[X] \$200,000,000

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the

issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Virginia Electric and Power Company	Signature 	Date 8-12-02
Name of Signer (Print or Type) G. Scott Hetzer	Title of Signer (Print or Type) Senior Vice President and Treasurer	

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

<http://www.sec.gov/divisions/corpfin/forms/formd.htm>
Last update: 06/06/2002

**Virginia Electric and Power Company
Form D Attachment**

Listing of Directors and Officers

Director

Thos. E. Capps
Thomas F. Farrell, II
Edgar M. Roach, Jr.

Title

Chairman of the Board
Director
Director

Officer

Thomas F. Farrell, II
James P. O'Hanlon
Edgar M. Roach, Jr.
M. Stuart Bolton, Jr.
David A. Christian
G. Scott Hetzer
E. Paul Hilton
Thomas A. Hyman, Jr.
Paul D. Koonce
Margaret E. McDermid
Edward J. Rivas
Jimmy D. Staton

Title

Chief Executive Officer
President and Chief Operating Officer
President and Chief Executive Officer
Senior Vice President - Financial Management
Senior Vice President - Nuclear Operations and Chief Nuclear Officer
Senior Vice President and Treasurer
Senior Vice President
Senior Vice President - Gas Distribution and Customer Services
Senior Vice President - Portfolio Management
Sr. Vice President-Information Technology & Chief Information Officer
Senior Vice President - Fossil and Hydro
Senior Vice President - Electric Transmission & Electric Distribution