



Dominion Resources Inc.

D NYSE

Utilities - Multiline

Market Capitalization USD:

\$29,424.57 mm

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Thomas F. Farrell

Age: 57

CEO Since: 2006

	2009	2010	2011
Base Salary	\$1,200,000	\$1,224,000	\$1,220,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$5,532,000	\$5,838,000	\$7,297,000
Benefits and Perquisites	\$649,754	\$160,536	\$160,854
TOTAL ANNUAL COMPENSATION	\$7,381,754	\$7,222,536	\$8,677,854
Increase in Post-Retirement Benefits	\$1,591,777	\$1,970,849	\$1,815,468
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$3,000,010	\$7,731,000	\$3,500,006
TOTAL COMPENSATION	\$11,973,541	\$16,924,385	\$13,993,328
Median of Other Named Executive Officers Total Compensation	\$3,696,160	\$4,199,130	\$3,809,117
Value Realized on Exercise of Stock Option	\$2,103,953	\$0	\$0
Value Realized on Vesting of Stock	\$4,104,130	\$2,804,618	\$3,283,573
TOTAL REALIZED EQUITY COMPENSATION	\$6,208,083	\$2,804,618	\$3,283,573

Proxy Date: 23 Mar 2012

Annual Meeting Date: 8 May 2012

Equity Reserves: 6.03%

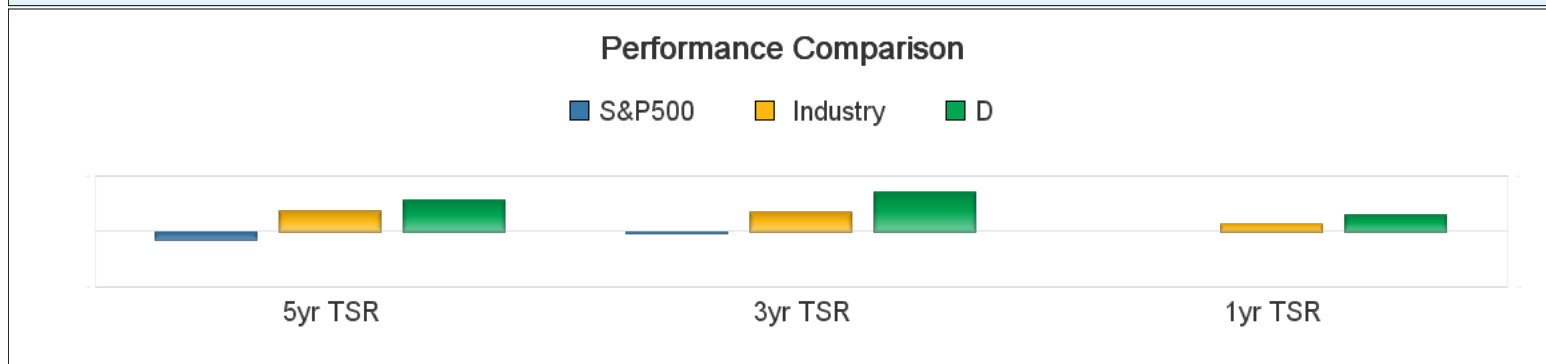
Stock Option Run Rate: 0.00%

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Peer Comparisons (TRBC) = Utilities

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
D	Dominion Resources Inc.	\$11,973,541	\$16,924,385	\$13,993,328	\$29,424,572,470
XEL	Xcel Energy Inc.	\$11,340,182	\$9,956,433		\$11,963,713,218
SRE	Sempra Energy	\$20,894,518	\$10,218,288	\$8,179,678	\$12,420,584,291
SO	Southern Company (The)	\$10,804,474	\$16,029,754		\$35,997,007,376
FE	FirstEnergy Corp.	\$12,441,091	\$11,627,657		\$18,782,100,185
NEE	NextEra Energy, Inc.	\$14,756,417	\$13,560,217		\$22,794,331,437
EXC	Exelon Corporation	\$12,210,448	\$9,418,399	\$11,716,004	\$28,216,940,926

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Ameren Corporation, FirstEnergy Corp., American Electric Power Company, Inc., NextEra Energy, Inc. (formerly FPL Group, Inc.), CMS Energy Corporation, NiSource, Inc., Constellation Energy Group, Inc., PPL Corporation, DTE Energy Company, Progress Energy, Inc., Duke Energy Corporation, Public Service Enterprise Group Inc., Entergy Corporation, Southern Company, Exelon Corporation, Xcel Energy Inc.

Performance Peer Group

Ameren Corporation, FirstEnergy Corp., American Electric Power Company, Inc., NextEra Energy, Inc. (formerly FPL Group, Inc.), CMS Energy Corporation, NiSource, Inc., Constellation Energy Group, Inc., PPL Corporation, DTE Energy Company, Progress Energy, Inc., Duke Energy Corporation, Public Service Enterprise Group Inc., Entergy Corporation, Southern Company, Exelon Corporation, Xcel Energy Inc.

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Frank S. Roval	Chairman	72	Male	18	Outside Related
David A. Wollard	Member	74	Male	13	Outside Related
John W. Harris	Member	64	Male	13	Outside Related
Mark J. Kington	Member	52	Male	7	Outside
Robert S. Jepson	Member	69	Male	9	Outside

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