

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO

Tender Offer Statement under Section 14(d) (1) or 13(e) (1) of the Securities
Exchange Act of 1934
(Amendment No. 1)

UNITED PARCEL SERVICE, INC.
(Name of Subject Company (issuer))

UNITED PARCEL SERVICE, INC.
(Name of Filing Person (offeror))

CLASS A-1 COMMON STOCK, \$0.01 PAR VALUE PER SHARE
(Title of Class of Securities)
911312304
(CUSIP Number of Class of Securities)

JOSEPH R. MODEROW, ESQ.
SENIOR VICE PRESIDENT AND SECRETARY
UNITED PARCEL SERVICE, INC.
55 GLENLAKE PARKWAY, NE
ATLANTA, GEORGIA 30328
(404) 828-6000

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of the Person(s) Filing Statement)

COPIES TO:

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CALCULATION OF FILING FEE

TRANSACTION VALUATION*	AMOUNT OF FILING FEE
\$6,053,596,620.00	\$1,210,719.32

* Determined pursuant to Rule 0-11(b) (1) of the Securities Exchange Act of 1934, assuming that 100,893,277 shares of class A-1 common stock are purchased for \$60.00 per share.

[x] Check box if any part of the fee is offset as provided by Rule 0-11(a) (2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: \$1,210,719.32 Filing Party: United Parcel Service, Inc.
Form or Registration No.: Schedule TO: File No. 005-57699
Date Filed: February 4, 2000

[] Check box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which this statement relates:

- | | |
|--|---|
| <input type="checkbox"/> third party tender offer
subject to Rule 14d-1 | <input type="checkbox"/> going-private transaction
subject to Rule 13e-3 |
| <input checked="" type="checkbox"/> issuer tender offer
subject to Rule 13e-4 | <input type="checkbox"/> amendment to Schedule 13D
under Rule 13d-2 |

Check the following box if the filing is a final amendment reporting the results of the tender offer.

This amendment no. 1 to issuer tender offer statement on Schedule TO relates to an offer by United Parcel Service, Inc., a Delaware corporation, to purchase, upon the terms and subject to the conditions contained in the offer to purchase, dated February 4, 2000 and the accompanying letters of transmittal (which together constitute the "offer" and are filed as Exhibit (a) (1) to this Schedule TO) up to 100,893,277 shares of United Parcel Service, Inc.'s class A-1 common stock, par value \$0.01 per share, at a price of \$60.00 per share, net to the seller in cash.

Item 12 hereby is amended and restated as follows:

ITEM 12. EXHIBITS.

- (a) (1) -- Offer to Purchase, dated February 4, 2000, and Forms of Letters of Transmittal and instructions.
- (a) (2) -- Letter to Shareowners from James P. Kelly, Chairman of the Board and Chief Executive Officer of UPS, dated February 4, 2000.
- (a) (5) (i) -- Press release issued by UPS on February 4, 2000.
- (a) (5) (ii) -- Summary Advertisement published in the Wall Street Journal on February 4, 2000.
- (b) -- None.
- (d) -- None.
- (g) (i) -- UPS Internal Communication Materials.
- (g) (ii) -- Presentation Materials.
- (g) (iii) -- UPS Internal Communication Materials, dated February 8, 2000.
- (h) -- None.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

UNITED PARCEL SERVICE, INC.

By: /s/ Joseph R. Moderow

Joseph R. Moderow
Senior Vice President and
Secretary

Dated: February 8, 2000

Date: February 8, 2000
To: Region and District Human Resources Managers
From: Corporate Communications
Subj: Mailing of Tender Offer Materials

Attached is a PCM Outline regarding Tender Offer materials that will be mailed to the homes of UPS class A shareowners.

The PCM Outline should be presented to all employees as soon as possible. Please duplicate and distribute these materials to appropriate department, division and center managers.

If you have any questions regarding this PCM, please contact Tom McGowan at ATLAS 490-6117.

pc: Management Committee
Corporate Department Managers
Region and District Managers
Region and District Communications

SUBJECT: Mailing of Tender Offer Materials
FOR: All Employees
DATE OF USE: Week of February 7, 2000

INTRODUCTION:

UPS has announced the launch of the Tender Offer that was planned in connection with November's Initial Public Offering (IPO) of UPS stock. Details of this offer are being mailed to the homes of all class A shareowners.

KEY POINTS:

- - Materials are being mailed this week
- - Mailing contains information and materials necessary to participate in the offer
- - All materials and filings connected with the offer are available on the UPS Investor Relations internet site at www.ups.com
- - Please read these materials carefully before making any decision about participating in the offer

CONCLUSION:

The Tender Offer is being made to class A shareowners only. If you purchased class B shares through a broker, those shares are not eligible to be tendered through this offer.