

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. 3)

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:

<TABLE>  
<CAPTION>

<S>

<C>

<C>

JOHN F. OLSON, ESQ.  
GIBSON, DUNN & CRUTCHER LLP  
1050 CONNECTICUT AVE., N.W.  
WASHINGTON, D.C. 20036  
(202) 955-8500

JEFFREY L. SCHULTE  
MORRIS, MANNING & MARTIN L.L.P.  
3343 PEACHTREE ROAD, N.E., SUITE 1600  
ATLANTA, GA 30326  
(404) 233-7000

JEFFREY SMALL, ESQ.  
DAVIS POLK & WARDWELL  
450 LEXINGTON AVE.  
NEW YORK, NEW YORK 10017  
(212) 450-4000

</TABLE>

CALCULATION OF FILING FEE

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

\* Amount previously paid.

\* 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:

[ ] third party tender offer  
subject to Rule 14d-1

[ ] going-private transaction  
subject to Rule 13e-3

[X] issuer tender offer  
subject to Rule 13e-4

[ ] 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. [X]

This amendment no. 3 to issuer tender offer statement on Schedule TO relates to an offer by United Parcel Service, Inc., a Delaware corporation (the "Company"), 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 the Company'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.

The offer expired at 12:00 midnight, New York City time, on March 3, 2000 and has not been extended. Based on the final count by First Union, the depository for the offer, 68,312,335 shares were validly tendered and not withdrawn pursuant to the offer. This represents approximately 67.7% of the shares eligible for tender. Under the terms of the offer, the Company accepted all 68,312,335 shares for payment.

On March 6, 2000 the Company issued a press release announcing expiration of the offer and final results of the offer. A copy of the press release issued by the Company on March 6, 2000 is attached hereto as Exhibit (a) (5) (v).

ITEM 12. EXHIBITS.

Item 12 hereby is amended and restated as follows:

- (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.
- (a) (5) (iii) -- English language translation of French language summary of Offer to Purchase for Shareowners in Quebec, Canada, dated February 22, 2000.
- (a) (5) (iv) -- Belgian Addendum to US Offer to Purchase, dated February 22, 2000.
- \* (a) (5) (v) -- Press release issued by UPS on March 6, 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.

\* Filed herewith.

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: March 6, 2000

FOR IMMEDIATE RELEASE

Contact: Norman Black, Public Relations  
404-828-7593  
Kurt Kuehn, Investor Relations  
404-828-6977

UPS ANNOUNCES RESULTS  
OF CLASS A-1 TENDER OFFER

ATLANTA, March 6, 2000 - UPS (NYSE: UPS) today announced the results of its tender offer to purchase shares of its Class A-1 common stock.

Final confirmation by First Union National Bank, the depository for the offer, shows 68,312,335 shares of Class A-1 common stock have been validly tendered and not withdrawn, all of which UPS has accepted for payment. First Union expects to begin distributions to tendering shareowners during the week of March 13, 2000.

Pursuant to the terms of the tender offer, each Class A-1 shareowner could tender up to 27% of his or her Class A-1 stock (to a grand total of 100,893,277 shares) at \$60 per share. The tender offer expired at 12:00 midnight, Eastern Standard Time, on Friday, March 3, 2000.

The purchase of the shares in the tender offer is being funded with the \$5.27 billion net proceeds of UPS's Initial Public Offering.

"The fact that approximately one-third of the eligible Class A-1 shares were not tendered demonstrates that UPS employees, retirees and founding families apparently have great confidence in the company's long-term prospects," said UPS Chairman & CEO Jim Kelly.

To the extent that IPO proceeds were not used in the tender offer, they will be available for purchases of UPS shares in the future.

UPS is the world's largest express carrier and largest package delivery company, serving more than 200 countries and territories around the world. Headquartered in Atlanta, GA., the company's Web site is located at <http://www.ups.com>.

###

Except for historical information contained herein, the statements made in this release constitute forward-looking statements. Such forward-looking statements involve certain risks and uncertainties, including statements regarding the intent, belief or current expectations of UPS and its management regarding the company's strategic directions, prospects and future results. Many factors may cause actual results to differ materially from those contained in the forward-looking statements, including our competitive environment, economic and other conditions in the markets in which we operate, strikes, work stoppages and slowdowns, governmental regulations, increases in aviation and motor fuel prices, cyclical and seasonal fluctuations in our operating results and other risk factors listed from time to time in UPS's reports filed with the Securities and Exchange Commission, including those risks detailed in the company's Prospectus, dated Nov. 9, 1999, under the caption "Risk Factors," which discussions are incorporated herein by reference.