

FORM OF PRICING SUPPLEMENT

Registration No. 333-08369-01
 Filed Pursuant to Rule 424(b) (2)

UNITED PARCEL SERVICE, INC.

UPS NOTES

Pricing Supplement No. 28
 (To Prospectus dated March 22, 2000 and Prospectus
 Supplement dated January 29, 2001)

Trade Date: 04/18/01
 Issue Date: 04/26/01

The date of this Pricing Supplement is April 24, 2001

<TABLE>
 <CAPTION>

<S>	<C>	<C>	<C>	<C>
CUSIP or Common Code ----- 91131UBD5	Principal Amount ----- \$6,119,000.00	Interest Rate ----- 6.50%	Maturity Date ----- 04/15/16	Price to Public ----- 100%
<CAPTION> Interest Payment Frequency (begin date) ----- 10/15/01 semi-annually	Survivor's Option ----- Yes	Subject to Redemption ----- Yes	Dates and terms of redemption (including the redemption price) ----- 100% 04/15/02 semi-annually thereafter	
<CAPTION> Proceeds to UPS ----- \$5,996,620.00	Discounts and Commissions ----- \$122,380.00	Reallowance ----- \$3.50	Dealer ----- ABN AMRO, Inc.	Other Terms -----

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