

PRICING SUPPLEMENT

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

United Parcel Service, Inc.

UPS Notes

Pricing Supplement No. 35
 (To Prospectus dated March 22, 2000 and Prospectus
 Supplement dated January 29, 2001)

Trade Date: 5/21/01
 Issue Date: 5/24/01

The date of this Pricing Supplement is May 22, 2001

<TABLE>				
<CAPTION>				
<S>	<C>	<C>	<C>	<C>
CUSIP or Common Code ----- 91131UBL7	Principal Amount ----- \$11,164,000.00	Interest Rate ----- 5.5%	Maturity Date ----- 11/15/06	Price to Public ----- 100%
Interest Payment Frequency (begin date) ----- 11/15/01 semi-annually	Survivor's Option ----- Yes	Subject to Redemption ----- Yes	Dates and terms of redemption (including the redemption price) ----- 100% 05/15/02 semi-annually thereafter	
Proceeds to UPS ----- \$11,030,032.00	Discounts and Commissions ----- \$133,968.00	Reallowance ----- \$1.50	Dealer ----- ABN AMRO, Inc.	Other Terms -----
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