

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

| | | |
|--|--|--|
| 1. Name and Address of Reporting Person Gershenhorn Alan (Last) (First) (Middle) 55 GLENLAKE PARKWAY, NE (Street) ATLANTA, GA 30328 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol UNITED PARCEL SERVICE INC [UPS] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Senior Vice President |
| 3. Date of Earliest Transaction (Month/Day/Year) 05/15/2009 | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (Month/Day/Year) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 05/15/2009 | | M | | 1,740.8075 | A | \$ 0 | 40,326.9316 | D | |
| Class A Common Stock | 05/15/2009 | | M | | 1,049.8642 | A | \$ 0 | 41,376.7958 | D | |
| Class A Common Stock | 05/15/2009 | | F | | 340.681 | D | \$ 55.83 | 41,036.1148 | D | |
| Class A Common Stock | 05/15/2009 | | F | | 564.8922 | D | \$ 51.66 | 40,471.2226 | D | |
| Class A Common Stock | | | | | | | | 103 | I | Child I |
| Class A Common Stock | | | | | | | | 103 | I | Child II |
| Class A Common Stock | | | | | | | | 103 | I | Child III |
| Class A Common Stock | | | | | | | | 482 | I | Spouse |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|------------|---|-----------------|--|--|--|--|
| | | | | Code | V | | (A) | (D) | Date Exercisable | Expiration Date | | | | |
| Restricted Performance Units | \$ 0 (1) | 05/15/2009 | | M | | 1,740.8075 | (2) | (2) | Class A Common Stock | 1,740.8075 | \$ 0 | 7,012.6904 | D | |
| Restricted Performance Units | \$ 0 (1) | 05/15/2009 | | M | | 1,049.8642 | (3) | 05/07/2013 | Class A Common Stock | 1,049.8642 | \$ 0 | 4,196 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gershenhorn Alan 55 GLENLAKE PARKWAY, NE ATLANTA, GA 30328 | | | Senior Vice President | |

Signatures

| | |
|-----------------------------------|------------|
| Robert S. Shaw, Power of Attorney | 05/18/2009 |
| Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents Restricted Performance Units (RPU) granted as Long-term Incentive Performance Awards under the United Parcel Service, Inc. Incentive Compensation Plan (the "Plan"). Each RPU represents a right to receive one share of class A common stock.

(2) RPUs were granted on May 3, 2004, and were converted into shares of class A common stock and distributed to the Reporting Person on May 15, 2009.

(3) RPUs were granted on May 7, 2008, and vest at the rate of 20% annually beginning on May 7th of each year during the vesting period. Securities were converted into shares of class A common stock and distributed to the Reporting Person on May 15, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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