FORM 4

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

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

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

Derivative Security (Instr. 3) Date (Month/Day/Year) Date (Month/Day/Year) Date (Month/Day/Year) Derivative Security Security Security Security Security Security Security Securities Securities Amount of Underlying Securities (Instr. 3) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Execution Date, if and Expiration Date (Month/Day/Year) Derivative Securities Sec	(Print or Ty)	pe Response	s)									•				
Solution	1 6				,							(Check all applicable)				
ATLANTA, GA 30328 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Form than One Reporting Person Table I - Non-Derivative Securities Acquired (A) or Disposed of of the Control Indirect (I) (Instr. 3) Amount (D) Price Class A Common Stock 05/27/2011 Cl											Office	r (give title belo	ow)	Other (specify	below)	
City	ATLAN7	ra ga 30			4. If Amendment, Date Original Filed(Month/Day/Year)						_X_ Form filed by One Reporting Person					
Date (Month/Day/Year) Annual (Month/Day/Year) (Month/Day/Yea				(Zip)	Ta	able I -	Non-	-Der	ivative S	ecuritie	es Acqu	ired, Disp	osed of, or I	Beneficially	Owned	
Class A Common Stock 05/27/2011 C 90,000 D 50 179,712.0197 D Class B Common Stock 05/27/2011 C 90,000 D 50 179,712.0197 D Class A Common Stock 05/27/2011 C 90,000 D 50 179,712.0197 D Class A Common Stock 05/27/2011 C 90,000 D 50 179,712.0197 D Class A Common Stock 0 1 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	(Instr. 3) Date (Month/Day/Year)			Execution Date, if any	Code (Instr. 8)		tion	(A) or Disposed of (D		of (D)	Beneficially Owned Following Reported Transaction(s)			Ownership of Form:	of Indirect Beneficial	
Class B Common Stock			(Month/Day/ Year)		le	V	Amount		Price	(mstr. 3 and 4)			or Indirect			
Class A Common Stock	Class A C	Class A Common Stock 05/27/2011		05/27/2011		С			90,000	D		179,712.0197			D	
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. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities (Instr. 3) Price of Derivative Security Number (Instr. 8) Derivative Securities (Instr. 5) Derivative Securities (Instr. 5) Derivative Securities (Instr. 5) Derivative Securities (Instr. 4) Amount of Underlying Securities (Instr. 5) Derivative Security: Securities (Instr. 4) Derivative Securities (Instr. 5) Derivative Securities (Instr. 4) Derivative Securities (Instr. 5) Derivative Securities (Instr. 4) Derivative Securities (Instr. 5) Derivative Securities (Instr. 4) Derivative Securities (Instr. 4) Derivative Securities (Instr. 5) Derivative Securities (Instr. 4) Derivative Sec	Class B Common Stock 05/2		05/27/2011		C			90,000	A		90,000		D			
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. Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Conversion or Exercise (Instr. 3) Price of Derivative Security (Instr. 3) Price of Derivative Security Security (Instr. 3) Price of Derivative Security Security Security Securities (Instr. 3) Price of Derivative Security Securities (Instr. 4) Price of Disposed of (D) (Instr. 3, 4, and 5) Price of Disposed of (D) (Instr. 4) Price of Date Expiration Title Number (Instr. 4) Price of Date	Class A C	Class A Common Stock									820			I	Child IV	
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 Date or Exercise (Month/Day/Year) Price of Derivative Security (Instr. 3) Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date description Date (Month/Day/Year) (Instr. 3) Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date description Date (Month/Day/Year) (Instr. 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Instr. 4) Amount of Derivative Securities (Instr. 5) Beneficially Owned Security Securities (Instr. 5) Beneficially Owned (Month/Day/Year) Ownership of Indirect Transaction(s) (Instr. 4) Ownership Or Indirect Transaction(s) (Instr. 4) Instr. 4) Amount or Number (Instr. 4) Amount or Number Date Expiration Title Date Expiration Title Date Expiration Title Date Expiration Number Title Number Title Number Title Number Number Title Number Number Title Number N	Class A Common Stock										40,000	00		I	Spouse	
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	Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	Date	Execution Da (Year) any	te, if Transaction Code Year) (Instr. 8)	Number of Derivate Security Acquire (A) or Dispose of (D) (Instr. 3)	tive ies ed ed 3, 5)	and Expiration Date (Month/Day/Year) Page 2 Ar Ur Se (In 4) Date Expiration Take The Arrow Transfer of the		Am Uno Sec (Ins 4)	ount of lerlying urities tr. 3 and Particular Security (Instr. 5) Amount or Particular Security Security Securities Benefici Owned Followin Reporter Transact (Instr. 4)		Derivative Securities Beneficiall Owned Following Reported Transaction	Owners Form o Derivat Security Direct (or Indir	Beneficia ive Ownersh (Instr. 4)	

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
ESKEW MICHAEL L 55 GLENLAKE PARKWAY, NE ATLANTA, GA 30328	X						

Signatures

Robert S. Shaw, Power of Attorney

05/27/2011

**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) Shares of UPS class A common stock are convertible into shares of class B common stock on a one-for-one basis. Transaction is exempt to Rule 16b-6(b).

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.