

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>BARNES DAVID A</b> <small>(Last) (First) (Middle)</small> 55 GLENLAKE PARKWAY, NE <small>(Street)</small> ATLANTA, GA 30328 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol <b>UNITED PARCEL SERVICE INC [UPS]</b>	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) 05/11/2012		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	05/11/2012		M		4,550.9764	A	\$ 0	124,981.8601	D	
Class A Common Stock	05/11/2012		M		1,472.3019	A	\$ 0	126,454.162	D	
Class A Common Stock	05/11/2012		M		1,184.8622	A	\$ 0	127,640.7311	D	
Class A Common Stock	05/11/2012		M		1,184.8622	A	\$ 0	128,825.5933	D	
Class A Common Stock	05/11/2012		M		1,104.1197	A	\$ 0	129,929.713	D	
Class A Common Stock	05/11/2012		F		468.6988	D	\$ 77.73	129,461.0142	D	
Class A Common Stock	05/11/2012		F		502.974	D	\$ 77.73	128,958.0402	D	
Class A Common Stock	05/11/2012		F		503.6986	D	\$ 77.8	128,454.3416	D	
Class A Common Stock	05/11/2012		F		624.9922	D	\$ 77.73	127,829.3494	D	
Class A Common Stock	05/11/2012		F		1,931.8894	D	\$ 77.15	125,897.46 (1)	D	
Class A Common Stock								1,465	I	Child I
Class A Common Stock								1,465	I	Child II

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	Title	Amount or Number of Shares				
Restricted Performance Units	(2)	05/11/2012		M			4,550.9764	(3)	(3)	Class A Common Stock	4,550.9764	\$ 0	0	D	
Restricted Performance Units	(2)	05/11/2012		M			1,104.1197	(4)	05/04/2016	Class A Common Stock	1,104.1197	\$ 0	4,416	D	
Restricted Performance Units	(2)	05/11/2012		M			1,184.8622	(5)	05/05/2015	Class A Common Stock	1,184.8622	\$ 0	3,553	D	
Restricted Performance Units	(2)	05/11/2012		M			1,472.3019	(6)	05/06/2014	Class A Common Stock	1,472.3019	\$ 0	2,944	D	
Restricted Performance Units	(2)	05/11/2012		M			1,186.5691	(7)	05/07/2013	Class A Common Stock	1,186.5691	\$ 0	1,187	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNES DAVID A 55 GLENLAKE PARKWAY, NE ATLANTA, GA 30328			Senior Vice President	

## Signatures

Robert S. Shaw, Power of Attorney		05/15/2012
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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) Includes 53,5518 shares acquired in the Reporting Person's 401(k) account between October 28, 2011 and May 10, 2012 and 642,1589 Dividend Equivalent Units acquired in the Long Term Incentive Plan account between March 3, 2011 and March 7, 2012.
- (2) Represents Restricted Performance Units (RPU) granted as Long-term Incentive Plan Unit Awards under the United Parcel Service, Inc. Incentive Compensation Plan. Each RPU represents a right to receive one share of class A common stock.
- (3) RPU were granted on May 9, 2007, and were converted into shares of class A common stock and distributed to the Reporting Person on May 11, 2012.
- (4) RPU were granted on May 4, 2011 and vest at the rate of 20% annually beginning on May 4th 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 11, 2012.
- (5) RPU were granted on May 5, 2010 and vest at the rate of 20% annually beginning on May 5th 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 11, 2012.
- (6) RPU were granted on May 6, 2009, and vest at the rate of 20% annually beginning on May 6th 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 11, 2012.
- (7) RPU 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 11, 2012.

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.