## FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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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

Derivative Security (Instr. 3)  Date (Month/Day/Year)  Date (Month/Day/Year)  Date (Month/Day/Year)  Date (Month/Day/Year)  Date (Month/Day/Year)  Derivative Securities (Instr. 3)  Derivative Securities (Instr. 5)  Derivative Securities (Instr. 5)  Derivative Securities (Instr. 5)  Derivative Securities (Instr. 4)  Derivative Securities (Instr. 5)  Derivative Securities (Instr. 5)  Derivative Securities (Instr. 5)  Derivative Securities (Instr. 4)  Derivative Securities (Instr. 5)  Derivative Securities (Instr. 4)  Derivative Securities (Instr. 4)  Direct (D) (Instr. 4)  Date Expiration Date (Month/Day/Year)  Derivative Securities (Instr. 5)  Derivative Securities (Instr. 4)  Direct (D) (Instr. 4)  Date Expiration Date (Month/Day/Year)  Title Date Expiration Date (Month/Day/Year)  Derivative Securities (Instr. 5)  Derivative Securities (Instr. 4)  Date Expiration Date (Month/Day/Year)  Date Expiration	(Print or Ty	pe Response	s)																	
ST VP, Gen Counsel & Sec   St VP, Gen Counter	Name and Address of Reporting Person *											(Check all applicable)								
ATLANTA, GA 30328  (City) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of City (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Class A Common Stock  05/18/2012  Class B Common Stock  05/18/2012  C 5,000 D 50 (1)  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 (A) or Disposed of (D) (Instr. 3)  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 (A) or Disposed of (D) (Instr. 3)  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 (A) or Disposed of (D) (Instr. 3)  A. Deemed (Reported Parsons (A) or Disposed of (D) (Instr. 3)  Price of Date (Coversion) Price of Date (Month/Day/Year) (Instr. 4)  Date (Month/Day/Year)  (Instr. 3) Amount of Securities (A) or Disposed of (D) (Instr. 4)  (Instr. 4)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3)  (Instr. 3) Amount of Indirect (D) (Instr. 4)  (Instr. 4)  Amount of Title of None Parsons (Parsons (Par					l							X Officer (give title below) Other (specify below)								
Class A Common Stock   O5/18/2012   C   S,000   A   S   O   O   O   O   O   O   O   O   O					4. If Amendment, Date Original Filed(Month/Day/Year)							_X_ Form filed by One Reporting Person								
Class A Common Stock   05/18/2012   C   5,000   D   S   0   10   10   10   10   10   10	, and the second				Table I - Non-Derivative Securities Acqu							lired, Disposed of, or Beneficially Owned								
Class A Common Stock	(Instr. 3) Date			Execution Date, if any		if (	Code (Instr. 8)		(A) or Disposed of			of (D)	(D) Beneficially Ow Reported Transa		ollowing (s)	Ownership Form:		of Indirect Beneficial		
Class B Common Stock  05/18/2012  C						(Month/Day/Year		ar)	Code	,	V A	.mount	` /	Price	(Instr. 3 a	5 and +)		or Indire (I)	ct (Ir	
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)   Title of Derivative or Exercise (Instr. 3)   Price of Derivative Security   Price of Derivative Securities   Price of Der	Class A Common Stock 05/18/2012						С		5,	,000	D		39,809.1934			D				
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)  Price of Derivative Security Secu	Class B Common Stock 05/18/2012					С		5,	,000	A		5,000			D					
1. Title of Derivative Security (Instr. 3)  2. Conversion Date (Month/Day/Year)  Security (Instr. 3)  A. Deemed Execution Date, if Date (Month/Day/Year)  (Instr. 3)  A. Deemed Execution Date, if Date (Month/Day/Year)  (Instr. 3)  A. Deemed Execution Date, if Date (Month/Day/Year)  (Instr. 3)  A. Deemed Execution Date, if Date (Instr. 8)  Code (Instr. 8)  Code (Instr. 8)  Derivative Securities  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable and Expiration Date (Month/Day/Year)  Derivative Securities  (Instr. 4)  Amount of Underlying Securities  Beneficially Owned Security:  Following Reported Transaction(s) (Instr. 4)  Comparison of Indirect Transaction(s) (Instr. 4)  Date Expiration Title Date  Expiration Date  Title Date  Expiration Date  Amount of Underlying Securities  Beneficially Owned Security:  Comparison Derivative Security:  Comparison Date  (Instr. 4)  Date Expiration Date  Title Date  Expiration Date  Title Date  Expiration Date  Amount of Derivative Securities  Amount of Derivative Securities  Beneficially Owned Security:  Comparison Derivative Security:  Following Comparison Date  (Instr. 4)  Date Expiration Date  Title Date  Expiration Date  Code  Derivative Securities  Comparison Date  Code  Derivative Securities  Comparison Date  Code  Derivative Securities  Comparison Date  (Instr. 4)  Date  Expiration Date  Amount of Underlying Securities  Comparison Date  Code  Comparison Date  Code  Derivative Securities  Comparison Date  Code  Comparison Date  Comparison Date  Code  Comparison Date  Code  Comparison Date  Comparison Date  Code  Comparison  Code		1								the	ntair e for Disp	ned in m disp osed of	this fo plays a f, or Ber	rm are curre	e not req ntly valid	uired to res I OMB con	spond unle	ss	EC 147	74 (9-02)
	Derivative Security	Conversion or Exercise Price of Derivative	Date		3A. Deemed Execution Da	te, if	4. Transactio Code (Instr. 8)	5. Nu of Do Se Ad (A Di of (II 4,	umber erivative curities capuired (a) or disposed (b) nstr. 3, and 5)	6. ar (N	Date nd Ex Month	Exerci piration Day/Y	sable n Date Year)	7. T Am Und Sec (Ins 4)	Amount or Number of	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction	Own Form Deriv Secu Direct or Ind	of rative rity: t (D)	11. Natur of Indire Beneficia Ownersh (Instr. 4)
							Code V	/ [ ( <i>E</i>	A) (D	)					Shares					

### **Reporting Owners**

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
McClure Teri P 55 GLENLAKE PARKWAY, NE ATLANTA, GA 30328			Sr VP, Gen Counsel & Sec					

#### **Signatures**

Robert S. Shaw, Power of Attorney	05/18/2012
-*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.