

* 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 acquired pursuant to UPS Discounted Employee Stock Purchase Plan.
- (2)** Shares acquired through reinvestment of dividends within Qualified Stock Ownership Plan (QSOP).
- (3)** Phantom stock units acquired through reinvestment of dividends within Deferred Compensation Plan.
- (4)** The settlement date of the phantom stock generally will be the earlier of death, disability, retirement or termination of employment.

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.