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FIRST UNION CORP  
Form 8-A12G  
August 24, 2001

FORM 8-A

Securities and Exchange Commission  
Washington, D.C. 20549

For registration of certain classes of securities  
pursuant to Section 12(b) or (g) of the

Securities Exchange Act of 1934

FIRST UNION CORPORATION

-----  
(Exact name of registrant as specified in its charter)

NORTH CAROLINA

56-0898180

-----  
(State of incorporation or organization)

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(I.R.S. Employer Identification No.)

ONE FIRST UNION CENTER, CHARLOTTE, NC

28288-0013

-----  
(Address of principal executive offices)

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(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered

Name of each exchange on which  
each class is to be registered

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

If this form relates to the registration of a class of securities pursuant to  
Section 12(b) of the Exchange Act and is effective pursuant to General  
Instruction A.(c), check the following box. []

If this form relates to the registration of a class of securities pursuant to  
Section 12(g) of the Exchange Act and is effective pursuant to General  
Instruction A.(d), check the following box. []

Securities Act registration statement file number to which this form relates:  
333-59616 (if applicable)

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Securities to be registered pursuant to Section 12(g) of the Act:

DIVIDEND EQUALIZATION PREFERRED SHARES, no par value

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(Title of class)

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Information required in registration statement

Item 1. Description of Registrant's Securities to be Registered.

See pages 115 through 117, "Dividend Equalization Preferred Shares (DEPs)", and pages A-32 through A-35, which include the text of the amendment to the Articles of Incorporation containing the rights, preferences and designations of the Dividend Equalization Preferred Shares, of Amendment No. 4 to the Registration Statement on Form S-4 filed by the registrant on June 27, 2001 (File No. 333-59616), which descriptions are incorporated by reference into this Item 1.

Item 2. Exhibits.

List below all exhibits filed as a part of the registration statement:

Exhibit 3.5 - Designations of Rights and Preferences of Dividend Equalization Preferred Shares of First Union (incorporated by reference from Annex 3 to Appendix A of the Joint Proxy Statement-Prospectus included as part of Amendment No. 4 to the Registration Statement on Form S-4 filed by the registrant on June 27, 2001 (File No. 333-59616)).

Signature

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

(Registrant) FIRST UNION CORPORATION

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Date AUGUST 23, 2001  
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By /s/ Ross E. Jeffries, Jr.  
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Ross E. Jeffries, Jr.  
Senior Vice President

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