

UNITED PARCEL SERVICE INC  
Form FWP  
September 24, 2012

**Final Term Sheet**

**Filed Pursuant to Rule 433**

**Registration Statement No. 333-170435**

**September 24, 2012**

**UNITED PARCEL SERVICE, INC.**

**1.125% Senior Notes due 2017**

<b>Issuer:</b>	United Parcel Service, Inc.
<b>Aggregate Principal Amount Offered:</b>	\$375,000,000
<b>Maturity Date:</b>	October 1, 2017
<b>Coupon (Interest Rate):</b>	1.125%
<b>Price to Public (Issue Price):</b>	99.835%
<b>Yield to Maturity:</b>	1.159%
<b>Benchmark Treasury:</b>	0.625% due August 31, 2017
<b>Benchmark Treasury Price and Yield:</b>	99-26 <sup>3</sup> / <sub>4</sub> and 0.659%
<b>Spread to Benchmark Treasury:</b>	T + 50 bps
<b>Interest Payment Dates:</b>	April 1 and October 1, commencing April 1, 2013
<b>Day Count Convention:</b>	30 / 360
<b>Optional Redemption:</b>	The Notes will be redeemable at Issuer's option at any time, in whole or in part, at a redemption price equal to (A) the greater of (i) 100% of the principal amount of such Notes and (ii) the sum of the present values of remaining scheduled payments of principal and interest (exclusive of interest accrued to the date of redemption) on such Notes discounted to the redemption date on a semi-annual basis at the Treasury rate plus 0.100% (10 basis points), plus (B) accrued interest to the redemption date.
<b>Use of Proceeds:</b>	The Company intends to use the net proceeds of this offering and the offering of the 2.450% Senior Notes due 2022 and the 3.625% Senior Notes due 2042 to repay, at maturity, the \$1.75 billion in principal outstanding of its 4.50% senior notes, which mature on January 15, 2013, and for general corporate purposes.
<b>Trade Date:</b>	September 24, 2012
<b>Settlement Date (T+3):</b>	September 27, 2012
<b>CUSIP Number:</b>	911312 AP1
<b>ISIN Number:</b>	US911312AP10
<b>Denominations:</b>	\$2,000 x \$1,000

<b>Active Bookrunners:</b>	Merrill Lynch, Pierce, Fenner & Smith Incorporated Morgan Stanley & Co. LLC UBS Securities LLC
<b>Passive Bookrunners:</b>	Goldman, Sachs & Co. Citigroup Global Markets Inc. J.P. Morgan Securities LLC
<b>Senior Co-Managers:</b>	BNP Paribas Securities Corp. Barclays Capital Inc.
<b>Co-Managers:</b>	Mitsubishi UFJ Securities (USA), Inc. BNY Mellon Capital Markets, LLC Commerz Markets LLC Fifth Third Securities, Inc. HSBC Securities (USA) Inc. Mizuho Securities USA Inc. RBS Securities Inc. Standard Chartered Bank Wells Fargo Securities, LLC CastleOak Securities, L.P. Samuel A. Ramirez & Company, Inc. The Williams Capital Group, L.P.
<b>Listing:</b>	None
<b>Long-term Debt Ratings:</b>	Moody s, Aa3; S&P, A+

**Note:** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Merrill Lynch, Pierce, Fenner & Smith Incorporated toll free at (800) 294-1322, Morgan Stanley & Co. LLC toll free at (866) 718-1649 or UBS Securities LLC toll free at (877) 827-6444, Ext. 561 3884.**

## UNITED PARCEL SERVICE, INC.

## 2.450% Senior Notes due 2022

<b>Issuer:</b>	United Parcel Service, Inc.
<b>Aggregate Principal Amount Offered:</b>	\$1,000,000,000
<b>Maturity Date:</b>	October 1, 2022
<b>Coupon (Interest Rate):</b>	2.450%
<b>Price to Public (Issue Price):</b>	99.867%
<b>Yield to Maturity:</b>	2.465%
<b>Benchmark Treasury:</b>	1.625% due August 15, 2022
<b>Benchmark Treasury Price and Yield:</b>	99-6 and 1.715%
<b>Spread to Benchmark Treasury:</b>	T + 75 bps
<b>Interest Payment Dates:</b>	April 1 and October 1, commencing April 1, 2013
<b>Day Count Convention:</b>	30 / 360
<b>Optional Redemption:</b>	The Notes will be redeemable at Issuer's option at any time, in whole or in part, at a redemption price equal to (A) the greater of (i) 100% of the principal amount of such Notes and (ii) the sum of the present values of remaining scheduled payments of principal and interest (exclusive of interest accrued to the date of redemption) on such Notes discounted to the redemption date on a semi-annual basis at the Treasury rate plus 0.150% (15 basis points), plus (B) accrued interest to the redemption date.
<b>Use of Proceeds:</b>	The Company intends to use the net proceeds of this offering and the offering of the 1.125% Senior Notes due 2017 and the 3.625% Senior Notes due 2042 to repay, at maturity, the \$1.75 billion in principal outstanding of its 4.50% senior notes, which mature on January 15, 2013, and for general corporate purposes.
<b>Trade Date:</b>	September 24, 2012
<b>Settlement Date (T+3):</b>	September 27, 2012
<b>CUSIP Number:</b>	911312 AQ9
<b>ISIN Number:</b>	US911312AQ92
<b>Denominations:</b>	\$2,000 x \$1,000

<b>Active Bookrunners:</b>	Merrill Lynch, Pierce, Fenner & Smith Incorporated Morgan Stanley & Co. LLC UBS Securities LLC
<b>Passive Bookrunners:</b>	Goldman, Sachs & Co. Citigroup Global Markets Inc. J.P. Morgan Securities LLC
<b>Senior Co-Managers:</b>	BNP Paribas Securities Corp. Barclays Capital Inc.
<b>Co-Managers:</b>	Mitsubishi UFJ Securities (USA), Inc. BNY Mellon Capital Markets, LLC Commerz Markets LLC Fifth Third Securities, Inc. HSBC Securities (USA) Inc. Mizuho Securities USA Inc. RBS Securities Inc. Standard Chartered Bank Wells Fargo Securities, LLC CastleOak Securities, L.P. Samuel A. Ramirez & Company, Inc. The Williams Capital Group, L.P.
<b>Listing:</b>	None
<b>Long-term Debt Ratings:</b>	Moody's, Aa3; S&P, A+

**Note:** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Merrill Lynch, Pierce, Fenner & Smith Incorporated toll free at (800) 294-1322, Morgan Stanley & Co. LLC toll free at (866) 718-1649 or UBS Securities LLC toll free at (877) 827-6444, Ext. 561 3884.**

## UNITED PARCEL SERVICE, INC.

## 3.625% Senior Notes due 2042

<b>Issuer:</b>	United Parcel Service, Inc.
<b>Aggregate Principal Amount Offered:</b>	\$375,000,000
<b>Maturity Date:</b>	October 1, 2042
<b>Coupon (Interest Rate):</b>	3.625%
<b>Price to Public (Issue Price):</b>	98.754%
<b>Yield to Maturity:</b>	3.694%
<b>Benchmark Treasury:</b>	3.000% due May 15, 2042
<b>Benchmark Treasury Price and Yield:</b>	102-3 and 2.894%
<b>Spread to Benchmark Treasury:</b>	T + 80 bps
<b>Interest Payment Dates:</b>	April 1 and October 1, commencing April 1, 2013
<b>Day Count Convention:</b>	30 / 360
<b>Optional Redemption:</b>	The Notes will be redeemable at Issuer's option at any time, in whole or in part, at a redemption price equal to (A) the greater of (i) 100% of the principal amount of such Notes and (ii) the sum of the present values of remaining scheduled payments of principal and interest (exclusive of interest accrued to the date of redemption) on such Notes discounted to the redemption date on a semi-annual basis at the Treasury rate plus 0.150% (15 basis points), plus (B) accrued interest to the redemption date.
<b>Use of Proceeds:</b>	The Company intends to use the net proceeds of this offering and the offering of the 1.125% Senior Notes due 2017 and the 2.450% Senior Notes due 2022 to repay, at maturity, the \$1.75 billion in principal outstanding of its 4.50% senior notes, which mature on January 15, 2013, and for general corporate purposes.
<b>Trade Date:</b>	September 24, 2012
<b>Settlement Date (T+3):</b>	September 27, 2012
<b>CUSIP Number:</b>	911312 AR7
<b>ISIN Number:</b>	US911312AR75
<b>Denominations:</b>	\$2,000 x \$1,000

<b>Active Bookrunners:</b>	Merrill Lynch, Pierce, Fenner & Smith Incorporated Morgan Stanley & Co. LLC UBS Securities LLC
<b>Passive Bookrunners:</b>	Goldman, Sachs & Co. Citigroup Global Markets Inc. J.P. Morgan Securities LLC
<b>Senior Co-Managers:</b>	BNP Paribas Securities Corp. Barclays Capital Inc.
<b>Co-Managers:</b>	Mitsubishi UFJ Securities (USA), Inc. BNY Mellon Capital Markets, LLC Commerz Markets LLC Fifth Third Securities, Inc. HSBC Securities (USA) Inc. Mizuho Securities USA Inc. RBS Securities Inc. Standard Chartered Bank Wells Fargo Securities, LLC CastleOak Securities, L.P. Samuel A. Ramirez & Company, Inc. The Williams Capital Group, L.P.
<b>Listing:</b>	None
<b>Long-term Debt Ratings:</b>	Moody's, Aa3; S&P, A+

**Note:** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time

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