FORM	4
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Check this box if no
longer subject to
Section 16. Form 4 or
Form 5 obligations
may continue. See
Instruction 1(b).

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

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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

1. Name and Address of Reporting Person [*] 2. Issuer Name and Ticker or Trading Symbol CATON DOUGLAS E UNION BANKSHARES CORP [ubsh]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner							
102 SOUTH FIRST ST, SUITE	(Middle) E 301	3. Date of Earliest Transaction (Month/Day/Year) 10/01/2004						Officer (give title below)	Other (specify b	elow)		
(Street) CHARLOTTESVILLE, VA 22	4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State)	(Zip)	Table I - Non-Derivative Securities Acqu						equired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)		Execution Date, if	Code (Instr. 8)	v	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Beneficial Ownership		
Union Bankshares	10/01/2004		Α			A	\$ 31.31	275,689.446	D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information

SEC 1474 (9-02)

contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

Die II -	- Deri	ivative	secu	rities A	Acqui	irea, I	nspose	1 01, or	Beneficia	шy	Owne
	600	mute	aalla	WONNE	mta a	ntion	a aamaa	wtible	convition)		

	(e.g., puts, cans, warrants, options, convertible securities)														
1. Title of	2.	3. Transaction	3A. Deemed	4.		5.		6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transacti	on	Numl	ber	and Expirati	on Date	Amo	unt of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		of		(Month/Day	/Year)	Unde	rlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)		Deriv	ative			Secur	rities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Secur				(Instr	. 3 and			2	(Instr. 4)
	Security					Acqu				4)			0	Direct (D)	
						(A) 0							1	or Indirect	
						Dispo							Transaction(s)	· · /	
						of (D	·						(Instr. 4)	(Instr. 4)	
						(Instr	· · ·								
						4, and	15)				-				
											Amount				
								Date	Expiration		or				
								Exercisable	*	Title	Number				
								Excicisable	Date		of				
				Code	V	(A)	(D)				Shares				

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
CATON DOUGLAS E 102 SOUTH FIRST ST SUITE 301 CHARLOTTESVILLE, VA 22902	Х						

Signatures

Douglas E. Caton	10/05/2004
**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).

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.