

UNITED DOMINION REALTY TRUST INC  
Form 8-K  
December 12, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **December 7, 2006**

**UNITED DOMINION REALTY TRUST, INC.**  
(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation)

**1-10524**  
(Commission File Number)

**54-0857512**  
(I.R.S. Employer  
Identification No.)

**1745 Shea Center Drive, Suite 200, Highlands Ranch, Colorado 80129**

(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: **(720) 283-6120**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**ITEM 1.01. Entry into a Material Definitive Agreement.**

On December 7, 2006, the Board of Directors of United Dominion Realty Trust, Inc. (the Company ) approved the terms of the compensation to be paid to each non-management director of the Company in respect of his or her service on the Board of Directors effective for the 2007 fiscal year. A summary describing the elements of such compensation is filed as Exhibit 10.1 to this report and is incorporated herein by reference.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit No. | Description                            |
|-------------|--|
| 10.1        | Summary of 2007 Director Compensation. |

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UNITED DOMINION REALTY TRUST, INC.

Date: December 12, 2006

/s/ David L. Messenger  
 David L. Messenger  
 Vice President and Chief Accounting Officer

**EXHIBIT INDEX**

| Exhibit<br>No. |  | Description                            |
|----------------|--|--|
|                |  |  |
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