### Edgar Filing: UNITED DOMINION REALTY TRUST INC - Form 4

#### UNITED DOMINION REALTY TRUST INC

Form 4

September 05, 2006

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

**OMB APPROVAL OMB** 

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

GENRY CHRISTOPHER D

UNITED DOMINION REALTY TRUST INC [UDR]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction

Director 10% Owner X\_ Officer (give title Other (specify below)

(Month/Day/Year) 09/01/2006

**Executive Vice President** 

400 EAST CARY STREET (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

RICHMOND, VA 23219

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. TransactionNumber Code of

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. **Underlying Securities** D (Instr. 3 and 4) Se

(9-02)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	S S A A ( ) ( ) ( ) ( ) ( ) ( ) ( ) ( ) ( )	Derive Securion Acquired (A) of Disposor (D) (Instrument)	rities ired or osed o) :. 3,					(1
				Code V	V (	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Contract (1)	<u>(1)</u>	09/01/2006(1)		S			0 (1)	09/01/2006(1)	09/01/2009	Common Stock	37,500	
Contract (2)	<u>(2)</u>	09/01/2006(2)		S			0 (2)	09/01/2006(2)	08/29/2008	Common Stock	37,500	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GENRY CHRISTOPHER D 400 EAST CARY STREET RICHMOND, VA 23219

**Executive Vice President** 

## **Signatures**

Christopher D.

Genry 09/05/2006

\*\*Signature of Date
Reporting Person

### **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).

On September 1, 2006, Mr. Genry entered into a Variable Prepaid Forward Agreement (the "Agreement") relating to the forward sale of 37,500 shares of common stock of United Dominion Realty Trust, Inc. ("Common Stock"). On September 1, 2006, the counterparty to the Agreement sold 37,500 shares of Common Stock into the public market, at a weighted average per-share price equal to \$30,0250. The

- Agreement provides that on September 1, 2009 (the "Maturity Date"), Mr. Genry will deliver to the counterparty to the Agreement a number of shares of Common Stock (or, at the election of Mr. Genry, the cash equivalent of such shares) based on an agreed formula which is based on the closing price per share of Common Stock on the Maturity Date, but not to exceed 37,500 shares, and based on such closing price's relationship to the put price of \$30.0250 and the call price of \$39.0325. In consideration of the Agreement, Mr. Genry received an advance payment in the amount of \$837,697.50.
  - On September 1, 2006, Mr. Genry entered into a Variable Prepaid Forward Agreement (the "Agreement") relating to the forward sale of 37,500 shares of common stock of United Dominion Realty Trust, Inc. ("Common Stock"). On September 1, 2006, the counterparty to the Agreement sold 37,500 shares of Common Stock into the public market, at a weighted average per-share price equal to \$30.0250. The
- Agreement provides that on August 29, 2008 (the "Maturity Date"), Mr. Genry will deliver to the counterparty to the Agreement a number of shares of Common Stock (or, at the election of Mr. Genry, the cash equivalent of such shares) based on an agreed formula which is based on the closing price per share of Common Stock on the Maturity Date, but not to exceed 37,500 shares, and based on such closing price's relationship to the put price of \$30.0250 and the call price of \$36.0300. In consideration of the Agreement, Mr. Genry received an advance payment in the amount of \$904,465.59.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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