

WALLIS W MARK  
Form 4  
March 18, 2009

**FORM 4**

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

OMB APPROVAL

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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).

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WALLIS W MARK**

(Last) (First) (Middle)  
  
1745 SHEA CENTER  
DRIVE, SUITE 200  
  
(Street)

HIGHLANDS RANCH, CO 80129

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**UDR, Inc. [UDR]**

3. Date of Earliest Transaction (Month/Day/Year)  
**05/10/2006**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Sr Exec Vice President**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/05/2009		J		263,904	A	\$ 0 424,099	D	
Common Stock	03/05/2009		J		32,679	A	\$ 0 32,679	I	Wallis LLC

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
LLC Units	\$ 0 <sup>(1)</sup>	05/10/2006		D		2,407 <sup>(2)</sup>	06/01/2004 <sup>(3)</sup>	Common Stock	3,63
LLC Units	\$ 0 <sup>(1)</sup>	01/02/2007		D		3,933 <sup>(4)</sup>	06/01/2004 <sup>(3)</sup>	Common Stock	5,93
LLC Units	\$ 0 <sup>(1)</sup>	01/29/2009		J	13,363 <sup>(5)</sup>	06/01/2004	<sup>(3)</sup>	Common Stock	20,10
LLC Units	\$ 0 <sup>(1)</sup>	03/05/2009		J	174,872 <sup>(6)</sup>	06/01/2004	<sup>(3)</sup>	Common Stock	263,9
LLC Units	\$ 0 <sup>(1)</sup>	01/29/2009		J	1,654 <sup>(7)</sup>	06/01/2004	<sup>(3)</sup>	Common Stock	2,49
LLC Units	\$ 0 <sup>(1)</sup>	03/05/2009		J	21,654 <sup>(8)</sup>	06/01/2004	<sup>(3)</sup>	Common Stock	32,6

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALLIS W MARK 1745 SHEA CENTER DRIVE SUITE 200 HIGHLANDS RANCH, CO 80129			Sr Exec Vice President	

## Signatures

W. Mark Wallis 03/18/2009

\*\*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).

(1) There is no conversion price for these securities.

(2) On May 10, 2006, the reporting person exchanged 2,407 Series A OPSS for 150,000 Series D OPSS, which never vested.

(3) There is no expiration date for these securities.

(4) On January 2, 2007, the reporting person exchanged 3,933 Series A OPSS for 172,500 Series E OPSS which will be valued for vesting on December 31, 2009.

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(5) As a result of a special dividend declared November 10, 2008, and paid January 29, 2009, to all stockholders of record on December 9, 2008, the reporting person received these additional limited partnership units of United Dominion Realty, L.P. ("UDRLP"), which the reporting person received in connection with the dissolution of UDR Out-Performance I, LLC in December 2007.

(6) On March 5, 2009, the reporting person received 263,904 shares of common stock upon the conversion of 174,872 limited partnership units of UDRLP, which the reporting person received in connection with the dissolution of UDR Out-Performance I, LLC in December 2007.

(7) As a result of a special dividend declared November 10, 2008, and paid January 29, 2009, to all stockholders of record on December 9, 2008, the reporting person received these additional limited partnership units of UDRLP.

(8) On March 5, 2009, the reporting person received 32,679 shares of common stock upon the conversion of 21,654 limited partnership units of UDRLP, which the reporting person received in connection with the dissolution of UDR Out-Performance I, LLC in December 2007.

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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