

Troupe Warren L
Form 4
April 28, 2009

FORM 4

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

OMB APPROVAL

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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, 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 *
Troupe Warren L

(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)
04/24/2009

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 VP & General Counsel

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)
				(A) or (D)	Price		
Common Stock	04/24/2009		F	V	1,734 \$ 9.96	D	

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)

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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)	8. Amount or Number of Shares
Stock Options (Right to buy)	\$ 24.38 <u>(1)</u>	03/03/2008		A	4,135 <u>(1)</u>	03/03/2009 03/03/2018	Common Stock	54,135
Stock Options (Right to buy)	\$ 24.38 <u>(1)</u>	03/03/2008		A	4,135 <u>(1)</u>	03/03/2010 03/03/2018	Common Stock	54,135
Stock Options (Right to buy)	\$ 24.38 <u>(1)</u>	03/03/2008		A	4,135 <u>(1)</u>	03/03/2011 03/03/2018	Common Stock	54,135
Stock Options (Right to buy)	\$ 24.38 <u>(1)</u>	03/03/2008		A	4,135 <u>(1)</u>	03/03/2012 03/03/2018	Common Stock	54,135

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Troupe Warren L 1745 SHEA CENTER DRIVE SUITE 200 HIGHLANDS RANCH, CO 80129			Sr Exec VP & General Counsel	

Signatures

Warren L. Troupe
Date: 04/28/2009

**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).

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- The stock options reported by the reporting person on this Form 4 reflect stock options previously reported by the reporting person with
- (1) adjustments to the exercise price and number of shares as a result of the special dividend declared on November 10, 2008, and paid on January 29, 2009, to all stockholders of record on December 9, 2008.

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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