

UDR, Inc.  
Form 8-K  
March 04, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): February 26, 2010**

**UDR, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**

**1-10524**

**54-0857512**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS 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**

**Not Applicable**

(Former name or former address, if changed since last report.)

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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 26, 2010, the Compensation Committee of the Board of Directors of UDR, Inc., a Maryland corporation (the Company), established the 2010-2012 Long-Term Incentive Program (the Program) for the Company's senior executive officers. Under the Program, the following senior executive officers were awarded a grant of restricted shares of our common stock as set forth in the table below, which will vest if the Company meets certain performance targets during the three-year performance period ending December 31, 2012. If the performance targets are not met during the three-year performance period, the performance period will be extended to December 31, 2013 and certain performance targets will be increased.

| Executive Officer  | Title                                            | Target Amount of Award | Number of Target Award Shares |
|--------------------|--------------------------------------------------|------------------------|-------------------------------|
| Thomas W. Toomey   | Chief Executive Officer and President            | \$ 6,000,000           | 380,952                       |
| David L. Messenger | Senior Vice President<br>Chief Financial Officer | \$ 1,200,000           | 76,190                        |
| Warren L. Troupe   | Senior Executive Vice President                  | \$ 3,900,000           | 247,619                       |
| W. Mark Wallis     | Senior Executive Vice President                  | \$ 3,900,000           | 247,619                       |
| Jerry A. Davis     | Senior Vice President<br>Property Operations     | \$ 1,200,000           | 76,190                        |

The restricted shares listed above were awarded to the senior executive officers on February 26, 2010 at a price of \$15.75 per share, based on the trailing 20-day volume weighted average price of our common stock on the date of the grant. The performance targets for the Program include a cash flow target, a dividend target and a balance sheet fixed charge ratio target. A description of the Program 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        | Description of the 2010-2012 Long-Term Incentive Program for Senior Executive Officers |

**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.

UDR, INC.

Date: March 4, 2010

By: /s/ David L. Messenger  
Name: David L. Messenger  
Title: Senior Vice President and  
Chief Financial Officer

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                                                                     |
|--------------------|----------------------------------------------------------------------------------------|
| 10.1               | Description of the 2010-2012 Long-Term Incentive Program for Senior Executive Officers |