WALLIS W MARK Form 4

March 18, 2009

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WALLIS W MARK			2. Issuer Name and Ticker or Trading Symbol UDR, Inc. [UDR]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First) (Middle) 3.		3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
1745 SHEA CENTER			05/10/2006	_X_ Officer (give title Other (specify below)		
DRIVE, SUITE 200				Sr Exec Vice President		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Checl		
HIGHLANDS RANCH, CO 80129			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	Zip) Tabl	e I - Non-D	erivative Se	curiti	es Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4	oosed (and 5) (A) or	of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/05/2009		Code V J	Amount 263,904	(D)	Price \$ 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.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: WALLIS W MARK - Form 4

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 or 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	Amoun Numbe Shares
LLC Units	\$ 0 (1)	05/10/2006		D	` ,	2,407 (2)	06/01/2004	(3)	Common Stock	3,63
LLC Units	\$ 0 (1)	01/02/2007		D		3,933 (4)	06/01/2004	(3)	Common Stock	5,93
LLC Units	\$ 0 (1)	01/29/2009		J	13,363 (5)		06/01/2004	(3)	Common Stock	20,16
LLC Units	\$ 0 (1)	03/05/2009		J		174,872 (6)	06/01/2004	(3)	Common Stock	263,9
LLC Units	\$ 0 (1)	01/29/2009		J	1,654 (7)		06/01/2004	(3)	Common Stock	2,49
LLC Units	\$ 0 (1)	03/05/2009		J		21,654 (8)	06/01/2004	(3)	Common Stock	32,67

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 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 OPPS for 150,000 Series D OPPS, 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 OPPS for 172,500 Series E OPPS which will be valued for vesting on December 31, 2009.

Reporting Owners 2

Edgar Filing: WALLIS W MARK - Form 4

- 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.
- 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.
- 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.