

TOOMEY THOMAS W
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 *
TOOMEY THOMAS W

(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)
Chief Executive Officer

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) Code V Amount (D) Price			
Common Stock	04/24/2009		F	29,850 D \$ 9.96	676,452	D	

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)

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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	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 or Number of Shares
LLC Units	(1)	06/01/2004		A		06/01/2004	(2)	Common Stock	665,860
Stock Options (Right to buy)	\$ 10.3 (4)	02/12/2001		A		12/31/2003	02/12/2011	Common Stock	346,464
Stock Options (Right to buy)	\$ 24.38 (4)	02/07/2008		A		02/07/2008	02/07/2015	Common Stock	187,751

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOOMEY THOMAS W 1745 SHEA CENTER DRIVE SUITE 200 HIGHLANDS RANCH, CO 80129	X		Chief Executive Officer	

Signatures

Thomas W.
Toomey

04/27/2009

**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) There is no expiration date for these securities.

(3) The securities reported by the reporting person on this Form 4 reflect limited partnership units of United Dominion Realty, L.P., which the reporting person received in connection with the dissolution of UDR Out-Performance I, LLC in December 2007 (the reporting person's limited liability company interests in UDR Out-Performance I, LLC were previously reported by the reporting person), as adjusted as a result of the special dividend declared on November 10, 2008, and paid January 29, 2009, to all stockholders of record on December 9, 2008.

(4)

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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 adjustments to the exercise price and number of shares as a result of the special dividend declared on November 10, 2008, and paid 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. 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.