

UNITED DOMINION REALTY TRUST INC

Form 8-K

November 02, 2004

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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): October 28, 2004

UNITED DOMINION REALTY TRUST, INC.

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(Exact name of Registrant as specified in its charter)

Maryland

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(State or Other  
Jurisdiction of  
Incorporation)

1-10524

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(Commission File No.)

54-0857512

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(IRS Employer Identification  
No.)

1745 Shea Center Drive, Suite 200, Highlands Ranch, Colorado 80129

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(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: (720) 283-6120

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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Legality Opinion of Morrison & Foerster LLP

Tax Opinion of Morrison & Foerster LLP

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**ITEM 8.01. Other Events**

On October 28, 2004, United Dominion Realty Trust, Inc. (the Company ) entered into an Underwriting Agreement with Citigroup Global Markets, Inc. (the Underwriter ) with respect to the issuance and sale by the Company, and the purchase by the Underwriter, of 3,500,000 shares of the Company s common stock, \$1.00 par value per share, with an option to purchase from the Company an additional 525,000 shares of common stock to cover over-allotments. The Underwriting Agreement is attached hereto and incorporated herein by reference as Exhibit 1.01. Morrison & Foerster LLP, as counsel to the Company, has issued its opinion with respect to the legality of the shares of common stock issued pursuant to the Underwriting Agreement. The legality opinion is attached hereto and incorporated herein by reference as Exhibit 5.01. Morrison & Foerster LLP has also issued its opinion with respect to certain U.S. federal income tax matters, which opinion is attached hereto and incorporated herein by reference as Exhibit 8.01.

**ITEM 9.01. Financial Statements and Exhibits**

(c) Exhibits.

Exhibit No.	Description
1.01	Underwriting Agreement dated October 28, 2004.
5.01	Legality Opinion of Morrison & Foerster LLP.
8.01	Tax Opinion of Morrison & Foerster LLP.

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**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.

UNITED DOMINION REALTY TRUST, INC.

Date: November 1, 2004

By: /s/ Scott A. Shanaberger

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Name: Scott A. Shanaberger  
Title: Senior Vice President and  
Chief Accounting Officer

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