

WALLIS W MARK
Form 4
March 18, 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 *
WALLIS W MARK

(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)
05/10/2006

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 Vice President

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 03/05/2009 | | J | | 263,904 | A | \$ 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.

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(5) 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.

(6) 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.

(7) 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.

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