

KLINGBEIL JAMES D  
 Form 4/A  
 February 12, 2010

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**KLINGBEIL JAMES D**

(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)  
**02/28/2003**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**06/14/2005**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3)                                   | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code  | (A) or Disposed of (D) |        | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|--|------------------------------|------------------|------------------|------------------------|--------|------------------|-----------------|--------------|----------------------------|
|  |                              |                  |                  | (A)                    | (D)    |                  |                 |              |                            |
| Units of Partnership Interest <sup>(1)</sup> | \$ 0                         | 02/28/2003       | J <sup>(2)</sup> |                        | 76,701 | 12/07/1999       | <sup>(5)</sup>  | Common Stock | 76,701                     |
| Units of Partnership Interest <sup>(1)</sup> | \$ 0                         | 04/18/2005       | J <sup>(3)</sup> |                        | 37,387 | 12/07/1999       | <sup>(5)</sup>  | Common Stock | 37,387                     |
| Units of Partnership Interest <sup>(1)</sup> | \$ 0                         | 04/18/2005       | J <sup>(4)</sup> | 11,243                 |        | 12/07/1999       | <sup>(5)</sup>  | Common Stock | 11,243                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| KLINGBEIL JAMES D<br>1745 SHEA CENTER DRIVE<br>SUITE 200<br>HIGHLANDS RANCH, CO 80129 |               | X         |         |       |

## Signatures

James D.  
Klingbeil  
02/12/2010

<sup>(1)</sup>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).
- Units represent units of limited partnership interest in United Dominion Realty, L.P. (the "Partnership"), of which Issuer is the sole general partner. Commencing 12/07/99, holders of Units generally may tender such Units to the Partnership for redemption. The Partnership and the Issuer may satisfy such redemption obligation with the issuance of shares of Common Stock of the Issuer or cash equal to the fair market value of such shares of Common Stock, at the election of the Issuer. Each Unit will initially be redeemable for one share of Common Stock. Such redemption ratio is subject to certain adjustments pursuant to the Agreement of Limited Partnership of the Partnership. The Units were issued in connection with the merger of American Apartment Communities II, Inc. with and into the Issuer and the transactions related thereto. Each Unit was valued at \$14.25 in the transactions. The Units are held by certain trusts, limited partnerships and limited liability companies.
- (1) Distribution from AAC Management LLC, an entity of which the reporting person is the managing member.
  - (2) Pro rata distribution from AAC Management LLC, of which the reporting person is the managing member.
  - (3) JDK-AAC LLC, of which the reporting person is the managing member, received a pro rata distribution from AAC Management LLC.
  - (4) No expiration date.

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- (6) This amendment is being filed to correct the number of Units beneficially owned following the reported transactions as reflected in the Form 4 filed June 14, 2005.

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.