Troupe Warren L Form 4 April 28, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 * Troupe Warren L	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)	UDR, Inc. [UDR] 3. Date of Earliest Transaction	(Check all applicable)		
1745 SHEA CENTER DRIVE, SUITE 200	(Month/Day/Year) 04/24/2009	Director 10% Owner Y Officer (give title Other (specify below) Sr Exec VP & General Counsel		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
HIGHLANDS RANCH, CO 80129		Person		

(City)	(State)	Zip) Table	e I - Non-D	erivative Securitio	ies Acq	uired, Disposed o	of, 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)	3. Transaction Code (Instr. 8)	4. Securities Acq on(A) or Disposed (D) (Instr. 3, 4 and 5)	of	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Code V	(A) or Amount (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	04/24/2009		F	1734 1)	\$ 9.96	279,717	D	

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.

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 (Instr. 8)	5. Number coof 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
Stock Options (Right to buy)	\$ 24.38 (1)	03/03/2008		A	4,135 (1)	03/03/2009	03/03/2018	Common Stock	54,135
Stock Options (Right to buy)	\$ 24.38 (1)	03/03/2008		A	4,135 (1)	03/03/2010	03/03/2018	Common Stock	54,135
Stock Options (Right to buy)	\$ 24.38 (1)	03/03/2008		A	4,135 (1)	03/03/2011	03/03/2018	Common Stock	54,135
Stock Options (Right to buy)	\$ 24.38 (1)	03/03/2008		A	4,135 (1)	03/03/2012	03/03/2018	Common Stock	54,135

Reporting Owners

Reporting Owner Name / Address	Keiationsinps				
	Director	10% Owner	Officer	Other	

Troupe Warren L 1745 SHEA CENTER DRIVE SUITE 200 HIGHLANDS RANCH, CO 80129

Sr Exec VP & General Counsel

Signatures

Warren L.
Troupe

**Signature of Date

**Signature of Da Reporting Person

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).

Reporting Owners 2

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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 on 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.