KLINGBEIL JAMES D Form 4/A

February 12, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

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obligations

Check this box

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

may continue. See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * KLINGBEIL JAMES D

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

UDR, Inc. [UDR]

(Check all applicable)

1745 SHEA CENTER

3. Date of Earliest Transaction (Month/Day/Year)

X_ Director Officer (give title below)

10% Owner Other (specify

DRIVE, SUITE 200

02/28/2003

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original Filed(Month/Day/Year)

(Instr. 8)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

06/14/2005

HIGHLANDS RANCH, CO 80129

(State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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)

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

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	r) (Instr. 8)		(A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor or Numb of Sh
Units of Partnershp Interest (1)	\$ 0	02/28/2003		J(2)			76,701	12/07/1999	<u>(5)</u>	Common Stock	76,7
Units of Partnership Interest (1)	\$ 0	04/18/2005		J <u>(3)</u>			37,387	12/07/1999	<u>(5)</u>	Common Stock	37,3
Units of Partnership Interest (1)	\$ 0	04/18/2005		J <u>(4)</u>		11,243		12/07/1999	<u>(5)</u>	Common Stock	11,2

Reporting Owners

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

Signatures

Reporting Person

James D.

Klingbeil 02/12/2010

**Signature of 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.
- (2) Distribution from AAC Management LLC, an entity of which the reporting person is the managing member.
- (3) Pro rata distribution from AAC Management LLC, of which the reporting person is the managing member.
- (4) JDK-AAC LLC, of which the reporting person is the managing member, received a pro rata distribution from AAC Management LLC.

(5) No expiration date.

Reporting Owners 2

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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.