

UNITED DOMINION REALTY TRUST INC

Form 8-K

October 21, 2004

**Table of Contents**

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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 18, 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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**TABLE OF CONTENTS**

ITEM 8.01. Other Events

ITEM 9.01. Financial Statements and Exhibits

Signatures

Exhibit Index

Legality Opinion of Morrison & Foerster LLP

Tax Opinion of Morrison & Foerster LLP

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**Table of Contents**

**ITEM 8.01. Other Events**

United Dominion Realty Trust, Inc. (the Company) has filed with the Securities and Exchange Commission a Prospectus Supplement dated October 18, 2004 to its Prospectus dated June 9, 2004, relating to the issuance and sale by the Company from time to time of up to a total of 5,000,000 shares of the Company's common stock, \$1.00 par value per share, pursuant to the Sales Agreement dated July 3, 2003 with Cantor Fitzgerald & Co., which was filed as Exhibit 99.01 to the Company's Current Report on Form 8-K dated and filed with the Securities and Exchange Commission on July 3, 2003 (Commission No. 1-10524). Subject to the terms of the Sales Agreement, Cantor Fitzgerald & Co. will serve as the Company's agent in connection with such sales. Morrison & Foerster LLP, as counsel to the Company, has issued its opinion with respect to the legality of the shares of common stock which may be offered and sold under the Company's Prospectus Supplement dated October 18, 2004 and Prospectus dated June 9, 2004. 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.

<b>Exhibit No.</b>	<b>Description</b>
5.01	Legality Opinion of Morrison & Foerster LLP.
8.01	Tax Opinion of Morrison & Foerster LLP.

**Table of Contents**

**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: October 21, 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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**Table of Contents**

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
5.01	Legality Opinion of Morrison & Foerster LLP.
8.01	Tax Opinion of Morrison & Foerster LLP.