

UDR, Inc.  
Form 8-K  
January 10, 2012

As filed with the Securities and Exchange Commission on January 10, 2012.

**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): January 10, 2012

**UDR, Inc.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction  
of incorporation)

**1-10524**  
(Commission  
File Number)

**54-0857512**  
(I.R.S. Employer  
Identification No.)

**1745 Shea Center Drive, Suite 200,**

**Highlands Ranch, Colorado**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (720) 283-6120**

**80129**  
(Zip Code)

**Not Applicable**

(Former name or former address, if changed since last report.)

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))

**Item 8.01 Other Events**

On January 10, 2012, UDR, Inc., a Maryland corporation (the "Company"), issued \$400,000,000 aggregate principal amount of the Company's 4.625% Medium-Term Notes, Series A, due January 10, 2022 (the "Notes"). On January 5, 2012, the Company issued a press release announcing the pricing of the Notes. A copy of the press release is attached hereto as Exhibit 99.1, and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit Index</b>	<b>Exhibit Description</b>
(5.1)	Opinion of Morrison & Foerster LLP
(99.1)	Press Release dated January 5, 2012

**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.

UDR, Inc.

January 10, 2012

By: /s/ David L. Messenger  
Name: David L. Messenger  
Title: Senior Vice President and Chief Financial Officer