

TOOMEY THOMAS W  
Form 4  
January 04, 2018

**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 \*  
TOOMEY THOMAS W

(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)  
01/02/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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and no unvested Class 2 LTIP units shall thereafter become vested.

- The vesting of the Class 2 LTIP Units shall be determined as follows: 35 percent shall be based on a goal measured by the Company's relative total shareholder return ("TSR") as compared to an apartment peer group over a three-year cumulative performance period (the "3-Year Relative Apartment Peer TSR Metric"); 30 percent shall be based on the achievement of a pre-determined FFO as Adjusted goal over a one-year period (the "1-Year FFO as Adjusted Metric"); 20 percent shall be determined based on a goal measured by the Company's relative TSR as compared to a REIT peer group over a three-year cumulative performance period (the "3-Year Relative REIT TSR Metric"); and 15 percent shall be based on a goal measured by the Company's relative FFO as Adjusted growth rate as compared to an apartment peer group over a three-year cumulative performance period (the "3-Year Relative FFO as Adjusted Metric").

- (6)
- (7) The portions of the Class 2 LTIP Units based upon the 3-Year Relative Apartment Peer TSR Metric, the 3-Year Relative REIT TSR Metric and the 3-Year Relative FFO as Adjusted Metric will vest within 60 days of the conclusion of the performance period. The portion of the Class 2 LTIP Units based upon the 1-Year FFO as Adjusted Metric will be measured and vest 50 percent within 60 days of the conclusion of the performance period, and 50 percent one year thereafter.

- (8) Amount represents the maximum award (including dividends) that could be earned under the plan, which is subject to forfeiture when the performance results are determined.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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