

UDR, Inc.
Form 424B5
November 09, 2010

**PROSPECTUS SUPPLEMENT
(To Prospectus Dated December 8, 2008 and
Prospectus Supplement Dated September 15, 2009)**

Filed pursuant to Rule 424(b)(5)
Registration No. 333-156002

**239,014 Shares
UDR, INC.
Common Stock**

Pursuant to the ATM Equity Offering^{SM*} sales agreement dated September 15, 2009, entered into between us and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. Incorporated, or MS, which was filed as an exhibit to our Current Report on Form 8-K filed with the Securities and Exchange Commission on September 15, 2009 and is incorporated herein by reference, we sold 239,014 shares of our common stock, par value \$0.01 per share, through MS, acting as our agent, in ordinary brokers transactions between August 3, 2010 and November 8, 2010, at an average sales price of \$21.4681 per share, for aggregate gross proceeds of approximately \$5,131,170. Our aggregate net proceeds from such sales were approximately \$5,028,549, after deducting related expenses, including commissions to MS of approximately \$102,489, and SEC fees of \$132.

Our common stock is listed and trades on the New York Stock Exchange, or NYSE, under the symbol UDR. The last reported sale price of our common stock on the NYSE on November 8, 2010 was \$23.67 per share.

This prospectus supplement should be read in conjunction with, and may not be delivered or utilized without, the prospectus dated December 8, 2008, the prospectus supplement dated September 15, 2009, the prospectus supplement dated October 20, 2009, the prospectus supplement dated February 10, 2010, the prospectus supplement dated May 4, 2010 and the prospectus supplement dated August 3, 2010.

Investing in our common stock involves risks. See Risk Factors beginning on page S-3 of the accompanying prospectus supplement dated September 15, 2009 and on page 1 of the accompanying prospectus dated December 8, 2008, and the risks set forth under the caption Item 1A. Risk Factors included in our most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus or prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

BofA Merrill Lynch

Morgan Stanley

The date of this prospectus supplement is November 9, 2010.

* ATM Equity Offering is a service mark of Merrill Lynch & Co., Inc.

ADDITIONAL FEDERAL INCOME TAX CONSIDERATIONS

This section supplements the discussion under the caption *Federal Income Tax Considerations* in the prospectus dated December 8, 2008, and under the caption *Additional Federal Income Tax Considerations* in the prospectus supplement dated September 15, 2009, to which this prospectus supplement relates.

Hiring Incentives to Restore Employment Act of 2010. On March 18, 2010, the President signed into law the Hiring Incentives to Restore Employment Act of 2010, or the HIRE Act. The HIRE Act imposes a U.S. withholding tax at a 30% rate on certain types of payments made to foreign financial institutions and certain other non-U.S. holders if certain disclosure requirements related to U.S. accounts or ownership are not satisfied. If payment of withholding taxes is required, non-U.S. holders that are otherwise eligible for an exemption from, or reduction of, U.S. withholding taxes with respect to such distributions and proceeds will be required to seek a refund from the IRS to obtain the benefit of such exemption or reduction. These provisions of the HIRE Act generally are effective for payments made after December 31, 2012. Prospective stockholders should consult their own tax advisers regarding the effect, if any, of the HIRE Act on their ownership and disposition of our shares.

Health Care and Reconciliation Act of 2010. On March 30, 2010, the President signed into law the Health Care and Education Reconciliation Act of 2010, or the Reconciliation Act. The Reconciliation Act will require certain U.S. stockholders who are individuals, estates or trusts and whose income exceeds certain thresholds to pay an additional 3.8% Medicare tax. This tax will apply for taxable years beginning after December 31, 2012. The Medicare tax will apply to, among other things, interest, dividends and other income derived from certain trades or business and net gains from the sale or other disposition of stock, subject to certain exceptions. Prospective stockholders should consult their tax advisers regarding the effect, if any, of the Reconciliation Act on their ownership and disposition of our shares.

Possible Sunset of Reduced Tax Rate Provisions. Because they were adopted with sunset provisions, unless Congress passes additional legislation, several of the U.S. federal income tax rates described in the accompanying prospectus dated December 8, 2008 under the caption *Federal Income Tax Considerations*, including, in the case of individuals, the 15% maximum tax rate for long-term capital gains and qualified dividend income, will revert to prior, higher, rates for taxable years beginning after December 31, 2010. For such years, the capital gains tax rate is scheduled to increase to 20%, the rate applicable to dividends is scheduled to increase to the tax rate then applicable to ordinary income and the backup withholding rate is scheduled to increase to 31%.