

UDR, Inc.  
Form 8-A12B  
May 30, 2007

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

**FORM 8-A  
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF  
THE SECURITIES ACT OF 1934**

**UDR, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**

(State of incorporation or organization)

**54-0857512**

(I.R.S. Employer Identification No.)

**1745 Shea Center Drive, Suite 200, Highlands Ranch, Colorado 80129**

(Address of principal executive offices)(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

Title of Each Class to be so Registered

Name of Each Exchange on Which  
Each Class is to be Registered

**6.75% Series G Cumulative  
Redeemable Preferred Stock,  
no par value**

**New York Stock Exchange**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-131278

**Securities to be registered pursuant to Section 12(g) of the Act: None**

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED**

A description of the 6.75% Series G Cumulative Redeemable Preferred Stock, no par value, liquidation preference \$25.00 per share, which are to be registered under this registration statement, is contained under the caption

Description of the Series G Preferred Stock in the Prospectus Supplement, dated May 23, 2007, to the Prospectus, dated January 25, 2006, constituting a part of the Registration Statement on Form S-3 (File No. 333-131278) of UDR, Inc., filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended. This description and the related information contained under the caption Description of Preferred Stock in the Prospectus, dated January 25, 2006, are incorporated by reference into this registration statement.

**ITEM 2. EXHIBITS**

The exhibits to this registration statement are listed in the Exhibit Index, which appears after the signature page and is incorporated herein by reference.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

UDR, Inc.  
(Registrant)

Date: May 30, 2007

By: /s/ David L. Messenger

Name:

David L. Messenger

Title: Senior Vice President and Chief  
Accounting Officer

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**EXHIBIT INDEX**

<b>EXHIBIT NO.</b>	<b>DESCRIPTION</b>
3.1	Articles of Restatement (incorporated by reference to Exhibit 3.09 to the Company's Current Report on Form 8-K dated July 27, 2005 and filed with the SEC on August 1, 2005 (Commission File No. 1-10524)).
3.2	Articles of Amendment to the Articles of Restatement dated and filed with the State Department of Assessments and Taxation of the State of Maryland on March 14, 2007 (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K dated March 14, 2007 and filed with the SEC on March 15, 2007 (Commission File No. 1-10524)).
3.3	Amended and Restated Bylaws (as amended through March 14, 2007) (incorporated by reference to Exhibit 3.3 to the Company's Current Report on Form 8-K dated March 14, 2007 and filed with the SEC on March 15, 2007 (Commission File No. 1-10524)).
3.4	Articles Supplementary establishing the rights and preferences of the Company's 6.75% Series G Cumulative Redeemable Preferred Stock, dated and filed with the State Department of Assessments and Taxation of the State of Maryland on May 30, 2007.
4.1	Form of Certificate for Shares of the Company's 6.75% Series G Cumulative Redeemable Preferred Stock.