

UDR, Inc.
Form 424B5
October 20, 2009

**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

**2,269,400 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, or BAML, and Morgan Stanley & Co. Incorporated, 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 2,269,400 shares of our common stock, par value \$0.01 per share, in ordinary brokers transactions between September 15, 2009 and October 19, 2009, through BAML, acting as our agent, at an average sales price of \$14.8898 per share, for aggregate gross proceeds of approximately \$33,790,848. Our aggregate net proceeds from such sales, after deducting related expenses, including commissions to BAML of \$675,817, were approximately \$33,114,162.

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 October 19, 2009 was \$15.63 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, and the prospectus supplement dated September 15, 2009.

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 October 20, 2009.

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