

Mail Stop 3010

April 15, 2010

**Via U.S. Mail and Fax (720) 283-2451**

Mr. David L. Messenger  
Chief Financial Officer  
UDR, Inc.  
1745 Shea Center Drive, Suite 200  
Highlands Ranch, CO 80129

**RE: United Dominion Realty Trust, Inc.  
Form 10-K for the fiscal year ended December 31, 2009  
Filed February 25, 2010  
File No. 1-10524**

Dear Mr. Messenger:

We have reviewed your filing and have the following comments. Where indicated, we think you should revise your future filings in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a future revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure. After reviewing this information, we may raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or on any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

**Consolidated Balance Sheets, page 53**

1. Please tell us and disclose in future filings how you have determined to present the OP units outside of permanent equity. In addition, provide us with your proposed future disclosures.

Note 10. Fair Value of Derivatives and Financial Instruments, page 85

2. In future filings, please present tabular disclosure of your assets and liabilities measured at fair value by level using the format proscribed by ASC 820-10-55-61.

\* \* \* \*

As appropriate, please amend your filing and respond to these comments within 10 business days or tell us when you will provide us with a response. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes all information required under the Securities Exchange Act of 1934 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in our review of your filing or in response to our comments on your filing.

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UDR, Inc.  
April 15, 2010  
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You may contact William Demarest, Staff Accountant, at (202) 551-3432 or me at (202) 551-3486 with any questions.

Sincerely,

Daniel L. Gordon  
Branch Chief