

CARLIN MARTHA R
Form 5
February 10, 2006

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
CARLIN MARTHA R

2. Issuer Name and Ticker or Trading Symbol
UNITED DOMINION REALTY TRUST INC [UDR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

400 EAST CARY STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

RICHMOND, VA 23219

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | 12/16/2005 | ^ | G | 2,518 D \$ 0 | 16,829 | D | ^ |
| Common Stock | 12/16/2005 | ^ | G | 2,518 A \$ 0 | 29,259 | I | By Husband |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|---|--------------|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| LLC Units ⁽¹⁾ | \$ 0 | 07/05/2005 | Â | A | 45,000 ⁽²⁾ | Â | 06/01/2008 | Â ⁽³⁾ | Common Stock | 67,905 |
| LLC Units ⁽¹⁾ | \$ 0 | 07/05/2005 | Â | D | 1,590 ⁽²⁾ | Â | 06/01/2004 | Â ⁽³⁾ | Common Stock | 2,399.31 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CARLIN MARTHA R 400 EAST CARY STREET RICHMOND, VA 23219 | Â | Â | Â Executive Vice President | Â |

Signatures

Martha R. Carlin 02/10/2006

⁽¹⁾Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reporting person owns LLC Units issued by UDR Out-Performance I, LLC, a Virginia limited liability company ("LLC I") ("Series A OPPS"). The reporting person also owns LLC Units issued by UDR Out-Performance III, LLC, a Delaware limited liability company ("LLC III"). LLC I's only assets are the Series A OPPS issued by United Dominion Realty, L.P., a Delaware limited partnership (the "Limited Partnership"). LLC III's only assets are the Series C OPPS issued by the Limited Partnership.

(2) On July 5, 2005 the reporting person exchanged 1,590 Series A OPPS for 45,000 Series C OPPS.

(3) There is no expiration date for these securities.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.