

UDR, Inc.  
Form 8-K  
May 15, 2012

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

May 15, 2012

UDR, Inc.

\_\_\_\_\_  
(Exact name of registrant as specified in its charter)

Maryland

1-10524

54-0857512

\_\_\_\_\_  
(State or other jurisdiction  
of incorporation)

\_\_\_\_\_  
(Commission  
File Number)

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

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

80129

\_\_\_\_\_  
(Address of principal executive offices)

\_\_\_\_\_  
(Zip Code)

Registrant's telephone number, including area code:

(720) 283-6120

Not Applicable

\_\_\_\_\_  
Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 11, 2012, David L. Messenger, Senior Vice President and Chief Financial Officer (principal financial officer), informed UDR, Inc. (the "Company") of his decision to resign from the Company, effective May 31, 2012.

In connection with the resignation of Mr. Messenger, Warren L. Troupe, age 58, was appointed interim principal financial officer, effective on May 31, 2012. Mr. Troupe will serve as interim principal financial officer, in addition to his current position as Senior Executive Vice President, until Mr. Messenger's permanent successor is appointed by the Company. The Company will commence a search process for a new Chief Financial Officer.

Mr. Troupe currently oversees all financial, treasury, tax and legal functions of the Company. He joined the Company in March 2008 as Senior Executive Vice President. In May 2008, he was appointed the Company's Corporate Compliance Officer and in October 2008 he was named the Company's Corporate Secretary. Prior to joining the Company, Mr. Troupe was a partner with Morrison & Forester LLP from 1997 to 2008, where his practice focused on all aspects of corporate finance including, but not limited to, public and private equity offerings, traditional loan structures, debt placements to subordinated debt financings, workouts and recapitalizations. While at Morrison & Forester LLP he represented both public and private entities in connection with merger and acquisition transactions, including tender offers, hostile proxy contests and negotiated acquisitions. He currently is a member of the National Multi Housing Council (NMHC), the Pension Real Estate Association (PREA) and the Urban Land Institute.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UDR, Inc.

*May 15, 2012*

By: *Warren L. Troupe*

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*Name: Warren L. Troupe*  
*Title: Senior Executive Vice President*