

UNITED DOMINION REALTY TRUST INC
 Form 4
 June 14, 2005

FORM 4

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KLINGBEIL JAMES D

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. Date of Earliest Transaction (Month/Day/Year)
02/28/2003

Director 10% Owner
 Officer (give title below) Other (specify below)

400 EAST CARY STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

RICHMOND, VA 23219

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Units of Partnership Interest <u>(1)</u>	\$ 0	02/28/2003	J ⁽²⁾	76,701	12/07/1999	<u>(5)</u>	Common Stock	76,701
Units of Partnership Interest <u>(1)</u>	\$ 0	04/18/2005	J ⁽³⁾	37,387	12/07/1999	<u>(5)</u>	Common Stock	37,387
Units of Partnership Interest <u>(1)</u>	\$ 0	04/18/2005	J ⁽⁴⁾	11,243	12/07/1999	<u>(5)</u>	Common Stock	11,243

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLINGBEIL JAMES D 400 EAST CARY STREET RICHMOND, VA 23219		X		

Signatures

James D.
Klingbeil
Date: 06/14/2005
Signature of Reporting Person

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).

- Units represent units of limited partnership interest in United Dominion Realty, L.P. (the "Partnership"), of which Issuer is the sole general partner. Commencing 12/07/99, holders of Units generally may tender such Units to the Partnership for redemption. The Partnership and the Issuer may satisfy such redemption obligation with the issuance of shares of Common Stock of the Issuer or cash equal to the fair market value of such shares of Common Stock, at the election of the Issuer. Each Unit will initially be redeemable for one share of Common Stock. Such redemption ratio is subject to certain adjustments pursuant to the Agreement of Limited Partnership of the Partnership. The Units were issued in connection with the merger of American Apartment Communities II, Inc. with and into the Issuer and the transactions related thereto. Each Unit was valued at \$14.25 in the transactions. The Units are held by certain limited partnerships and limited liability companies.
- (1) Distribution from AAC Management LLC, an entity of which the reporting person is the managing member.
 - (2) Pro rata distribution from AAC Management LLC, of which the reporting person is the managing member.
 - (3) JDK-AAC LLC, of which the reporting person is the managing member, received a pro rata distribution from AAC Management LLC.
 - (4) No expiration date.
 - (5) No expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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