

UNITED DOMINION REALTY TRUST INC

Form 8-K

September 09, 2003

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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): September 5, 2003

UNITED DOMINION REALTY TRUST, INC.

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Exact name of Registrant as specified in its charter)

Maryland

1-10524

54-0857512

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(State or Other  
Jurisdiction of  
Incorporation)

(Commission File No.)

(IRS Employer Identification  
No.)

1745 Shea Center Drive, Suite 200, Highlands Ranch, Colorado 80129

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(Address of principal executive offices)(Zip Code)  
(720) 283-6120

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(Registrant's telephone number, including area code)

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Item 5. Other Events

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

**SIGNATURES**

**EXHIBIT INDEX**

EX-1.01 Underwriting Agreement

EX-5.01 Legality Opinion-Morrison & Foerster LLP

EX-8.01 Tax Opinion-Morrison & Foerster LLP

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Item 5. Other Events.

On September 5, 2003, United Dominion Realty Trust, Inc. (the Company ) entered into an Underwriting Agreement dated September 5, 2003 with Wachovia Capital Markets, LLC (the Underwriter ) with respect to the issuance and sale by the Company, and the purchase by the Underwriter, of 4,000,000 shares of the Company s common stock, \$1.00 par value per share, with an option to purchase from the Company an additional 600,000 shares of common stock to cover over-allotments. The Underwriting Agreement dated September 5, 2003 is attached hereto and incorporated herein by reference as Exhibit 1.01. Morrison & Foerster LLP, as counsel to the Company, has issued its opinion with respect to the legality of the shares of common stock issued pursuant to the Underwriting Agreement. The legality opinion is attached hereto and incorporated herein by reference as Exhibit 5.01. Morrison & Foerster LLP has also issued its opinion with respect to certain U.S. federal income tax matters, which opinion is attached hereto and incorporated herein by reference as Exhibit 8.01.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
1.01	Underwriting Agreement dated September 5, 2003
5.01	Legality Opinion of Morrison & Foerster LLP
8.01	Tax Opinion of Morrison & Foerster LLP

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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.

UNITED DOMINION REALTY TRUST, INC.

By: /s/ Christopher D. Genry

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Christopher D. Genry  
Executive Vice President and Chief  
Financial Officer

Date: September 9, 2003

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