

CARLIN MARTHA R

Form 5

February 10, 2006

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
CARLIN MARTHA R

(Last) (First) (Middle)

400 EAST CARY STREET

(Street)

2. Issuer Name and Ticker or Trading
SymbolUNITED DOMINION REALTY
TRUST INC [UDR]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20054. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/16/2005	Â	G	2,518 D \$ 0	16,829	D	Â
Common Stock	12/16/2005	Â	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.**Persons who respond to the collection of information
contained in this form are not required to respond unless
the form displays a currently valid OMB control number.**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,Â VAÂ 23219	Â Â Â Executive Vice President Â

Signatures

Martha R. Carlin 02/10/2006

⁽¹⁾Signature of Date
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).

(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.