

UDR, Inc.  
Form FWP  
May 19, 2011

**Filed Pursuant to Rule 433**  
**Registration No. 333-156002**  
**May 18, 2011**

**PRICING TERM SHEET**  
**4.250% Medium-Term Notes due 2018**

**Issuer:** UDR, Inc.

**Security:** 4.250% Medium-Term Notes due 2018

**Guarantee:** Fully and unconditionally guaranteed by United Dominion Realty, L.P.

**Size:** \$300,000,000

**Maturity Date:** June 1, 2018

**Coupon:** 4.250%

**Interest Payment Dates:** June 1 and December 1, commencing December 1, 2011

**Price to Public:** 98.988% plus accrued interest from May 23, 2011

**Benchmark Treasury:** 2.625% due April 30, 2018

**Benchmark Treasury Price/Yield:** 100-21+ / 2.519%

**Spread to Benchmark Treasury:** + 190 bps

**Yield:** 4.419%

**Make-Whole Call:** T+30 bps

**Trade Date:** May 18, 2011

**Settlement Date:** May 23, 2011 (T+3)

**Denominations:** \$1,000 and integral multiples of \$1,000

**CUSIP:** 91019PCS9

**ISIN:** US91019PCS92

**Joint Bookrunning Managers:** Citigroup Global Markets Inc.  
J.P. Morgan Securities LLC

**Co-Managers:** Credit Suisse Securities (USA) LLC  
Deutsche Bank Securities Inc.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering.**

**You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll free at 1-877-858-5407 or J.P. Morgan Securities LLC collect at 212-834-4533.**