

Davis Jerry A  
 Form 4  
 January 04, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Davis Jerry A

2. Issuer Name and Ticker or Trading Symbol  
 UDR, Inc. [UDR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1745 SHEA CENTER  
 DRIVE, SUITE 200  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 01/02/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Senior Vice President-COO

HIGHLANDS RANCH, CO 80129  
 (City) (State) (Zip)

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

**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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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 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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
---------------------------------	---------------------------	--------------------------------------	-----------------------------------	---------------------	------------------------------------	----------------------------------------------------------	---------------------------------------------------------------



## Edgar Filing: Davis Jerry A - Form 4

and no unvested Class 2 LTIP units shall thereafter become vested.

- The vesting of the Class 2 LTIP Units shall be determined as follows: 35 percent shall be based on a goal measured by the Company's relative total shareholder return ("TSR") as compared to an apartment peer group over a three-year cumulative performance period (the "3-Year Relative Apartment Peer TSR Metric"); 30 percent shall be based on the achievement of a pre-determined FFO as Adjusted goal over a one-year period (the "1-Year FFO as Adjusted Metric"); 20 percent shall be determined based on a goal measured by the Company's relative TSR as compared to a REIT peer group over a three-year cumulative performance period (the "3-Year Relative REIT TSR Metric"); and 15 percent shall be based on a goal measured by the Company's relative FFO as Adjusted growth rate as compared to an apartment peer group over a three-year cumulative performance period (the "3-Year Relative FFO as Adjusted Metric").

- (6)
- (7) The portions of the Class 2 LTIP Units based upon the 3-Year Relative Apartment Peer TSR Metric, the 3-Year Relative REIT TSR Metric and the 3-Year Relative FFO as Adjusted Metric will vest within 60 days of the conclusion of the performance period. The portion of the Class 2 LTIP Units based upon the 1-Year FFO as Adjusted Metric will be measured and vest 50 percent within 60 days of the conclusion of the performance period, and 50 percent one year thereafter.

- (8) Amount represents the maximum award (including dividends) that could be earned under the plan, which is subject to forfeiture when the performance results are determined.

Note: File three copies of this Form, one of which must be manually signed. If space 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.