

UNITED DOMINION REALTY TRUST INC

Form 8-K

January 11, 2005

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**UNITED STATES
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): December 31, 2004

UNITED DOMINION REALTY TRUST, INC.

(Exact name of Registrant as specified in its charter)

Maryland

1-10524

54-0857512

(State or Other Jurisdiction of
Incorporation)

(Commission File No.)

(IRS Employer Identification
No.)

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

(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: (720) 283-6120

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Amendment to Award Agreement dated February 27, 2003

Award Agreement dated February 8, 2002

Award Agreement dated February 27, 2003

1999 Long-Term Incentive Plan

Form of Restricted Stock Award Agreement

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On December 31, 2004, United Dominion Realty Trust, Inc. (the Company) entered into amendments to the Restricted Stock Award Agreements dated February 8, 2002 and February 27, 2003 (the Award Agreements) of Thomas W. Toomey, the Company's Chief Executive Officer and President. The Award Agreements were granted under the Company's 1999 Long-Term Incentive Plan. The Award Agreement amendments, which were approved by the Compensation Committee of the Company's Board of Directors, are attached to this report as Exhibit 99.1 and Exhibit 99.2 and are incorporated herein by reference. The amendment set forth in Exhibit 99.1 amends Section 2 of the February 8, 2002 Award Agreement to defer the vesting of the award under that agreement to February 8, 2008. The amendment set forth in Exhibit 99.2 amends Section 2 of the February 27, 2003 Award Agreement to defer the vesting of the award under that agreement to February 4, 2009.

The Award Agreements dated February 8, 2002 and February 27, 2003 are attached to this report as Exhibits 99.3 and 99.4, respectively, and are incorporated herein by reference. The Company's 1999 Long-Term Incentive Plan is attached to this report as Exhibit 99.5 and is incorporated herein by reference. The form of Restricted Stock Award Agreement under the Company's 1999 Long-Term Incentive Plan is attached to this report as Exhibit 99.6 and is incorporated herein by reference.

ITEM 9.01. Financial Statements and Exhibits.

(c) Exhibits

| Exhibit Number | Description |
|-----------------------|---|
| 99.1 | Amendment to Award Agreement dated February 8, 2002 |
| 99.2 | Amendment to Award Agreement dated February 27, 2003 |
| 99.3 | Award Agreement dated February 8, 2002 |
| 99.4 | Award Agreement dated February 27, 2003 |
| 99.5 | United Dominion Realty Trust, Inc. 1999 Long-Term Incentive Plan |
| 99.6 | Form of Restricted Stock Award Agreement under the 1999 Long-Term Incentive Plan. |

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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.

Date: January 11, 2005

/s/ Scott A. Shanaberger

Scott A. Shanaberger
Senior Vice President and
Chief Accounting Officer

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Exhibit Index

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| 99.6 | Form of Restricted Stock Award Agreement under the 1999 Long-Term Incentive Plan. |