

UNITED DOMINION REALTY TRUST INC

Form 8-K

January 30, 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

January 27, 2003

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(Date of earliest event reported)

UNITED DOMINION REALTY TRUST, INC.

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(Exact name of Registrant as specified in its charter)

Virginia

0-10524

54-0857512

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(State or Other  
Jurisdiction of  
Incorporation or  
Organization)

(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, including 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. Exhibits and Financial Statements.

**SIGNATURES**

**EXHIBIT INDEX**

EX-1.01 Underwriting Agreement

EX-5.01 Legality Opinion of Morrison & Foerster

EX-8.01 Tax Opinion of Morrison & Foerster

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Item 5. Other Events.

On January 27, 2003, United Dominion Realty Trust, Inc. (the Company ) entered into an Underwriting Agreement dated January 27, 2003 with Salomon Smith Barney Inc. (the Underwriter ) with respect to the issuance and sale by the Company, and the purchase by the Underwriter, of 2,000,000 shares of the Company s common stock, \$1.00 par value per share. The Underwriting Agreement dated January 27, 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. Exhibits and Financial Statements.

(c) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
1.01	Underwriting Agreement dated January 27, 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: January 30, 2003

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