

BLAIR BRYCE
Form 4
August 11, 2011

FORM 4

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

OMB APPROVAL

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Expires: January 31, 2005
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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 *
BLAIR BRYCE

2. Issuer Name and Ticker or Trading Symbol
AVALONBAY COMMUNITIES INC [AVB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/09/2011

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

C/O AVALONBAY COMMUNITIES, INC., BALLSTON TOWER, 671 N. GLEBE ROAD

(Street)

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

ARLINGTON, VA 22203

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.01 per share	08/09/2011		M ⁽¹⁾	5,600 A \$ 67.86	327,071.4657 ⁽²⁾	D	
Common Stock, par value \$.01 per share	08/09/2011		M ⁽¹⁾	7,000 A \$ 86.4	334,071.4657 ⁽²⁾	D	

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share

Common
Stock, par
value 08/09/2011 M⁽¹⁾ 900 A \$ 48.6 334,971.4657₍₂₎ D
\$.01 per
share

Common
Stock, par
value 08/09/2011 S⁽¹⁾ 3,400 D \$ 119.3449₍₃₎ 331,571.4657₍₂₎ D
\$.01 per
share

Common
Stock, par
value 08/09/2011 S⁽¹⁾ 5,100 D \$ 120.2386₍₄₎ 326,471.4657₍₂₎ D
\$.01 per
share

Common
Stock, par
value 08/09/2011 S⁽¹⁾ 2,000 D \$ 121.382₍₅₎ 324,471.4657₍₂₎ D
\$.01 per
share

Common
Stock, par
value 08/09/2011 S⁽¹⁾ 1,000 D \$ 122.327₍₆₎ 323,471.4657₍₂₎ D
\$.01 per
share

Common
Stock, par
value 08/09/2011 S⁽¹⁾ 1,000 D \$ 124 322,471.4657₍₂₎ D
\$.01 per
share

Common
Stock, par
value 08/09/2011 S⁽¹⁾ 1,000 D \$ 125.0149₍₇₎ 321,471.4657₍₂₎ D
\$.01 per
share

Common
Stock, par
value 08/10/2011 M⁽¹⁾ 3,500 A \$ 48.6 324,971.4657₍₂₎ D
\$.01 per
share

Common
Stock, par
value 08/10/2011 M⁽¹⁾ 900 A \$ 74.2 325,871.4657₍₂₎ D
\$.01 per
share

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Common Stock, par value	08/10/2011	<u>S⁽¹⁾</u>	1,100	D	\$ 126.0968 <u>(8)</u>	324,771.4657 <u>(2)</u>	D
\$0.01 per share							
Common Stock, par value	08/10/2011	<u>S⁽¹⁾</u>	1,100	D	\$ 127.0482 <u>(9)</u>	323,671.4657 <u>(2)</u>	D
\$0.01 per share							
Common Stock, par value	08/10/2011	<u>S⁽¹⁾</u>	1,100	D	\$ 128.03 <u>(10)</u>	322,571.4657 <u>(2)</u>	D
\$0.01 per share							
Common Stock, par value	08/10/2011	<u>S⁽¹⁾</u>	1,100	D	\$ 129.3571 <u>(11)</u>	321,471.4657 <u>(2)</u>	D
\$0.01 per share							

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 (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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options (Right to Buy)	\$ 67.86	08/09/2011		<u>M⁽¹⁾</u>	5,600	02/11/2006 ⁽¹²⁾	02/11/2015	Common Stock	5,600
Stock Options	\$ 86.4	08/09/2011		<u>M⁽¹⁾</u>	7,000	02/11/2009 ⁽¹⁴⁾	02/11/2018	Common Stock	7,000

(Right to Buy)

Stock

Options (Right to Buy)	\$ 48.6	08/09/2011	M ⁽¹⁾	900	02/11/2010 ⁽¹⁶⁾	02/11/2019	Common Stock	900
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Stock

Options (Right to Buy)	\$ 48.6	08/10/2011	M ⁽¹⁾	3,500	02/11/2010 ⁽¹⁶⁾	02/11/2019	Common Stock	3,500
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Stock

Options (Right to Buy)	\$ 74.2	08/10/2011	M ⁽¹⁾	900	02/11/2011 ⁽¹⁹⁾	02/11/2020	Common Stock	900
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLAIR BRYCE C/O AVALONBAY COMMUNITIES, INC. BALLSTON TOWER, 671 N. GLEBE ROAD ARLINGTON, VA 22203	X		CEO	

Signatures

By Catherine T. White under Power of Attorney dated as of January 20 08/11/2011
2009

__Signature of Reporting Person

Date

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 exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 24, 2011.
- (2) The amount of securities owned following the reported transaction reflects direct ownership of all shares of common stock, including restricted shares.
- (3) This transaction was executed in multiple trades at prices ranging from \$119.00 to \$119.92. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (4) This transaction was executed in multiple trades at prices ranging from \$120.00 to \$120.69. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5) This transaction was executed in multiple trades at prices ranging from \$121.25 to \$121.55. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (6) This transaction was executed in multiple trades at prices ranging from \$122.27 to \$122.41. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security

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holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(7) This transaction was executed in multiple trades at prices ranging from \$125.00 to \$125.03. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(8) This transaction was executed in multiple trades at prices ranging from \$126.00 to \$126.33. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(9) This transaction was executed in multiple trades at prices ranging from \$127.00 to \$127.24. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(10) This transaction was executed in multiple trades at prices ranging from \$128.00 to \$128.08. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(11) This transaction was executed in multiple trades at prices ranging from \$129.00 to \$129.94. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(12) The options exercised were included in options granted under the issuer's stock option and incentive plan on February 11, 2005, which become exercisable in three annual installments beginning on February 11, 2006.

(13) Following the reported transaction, the reporting person held a total of 378,899 options to purchase the issuer's common stock granted on various dates with varying exercise prices and vesting dates.

(14) The options exercised were included in options granted under the issuer's stock option and incentive plan on February 11, 2008 which became exercisable in three equal installments beginning on February 11, 2009.

(15) Following the reported transaction, the reporting person held a total of 371,899 options to purchase the issuer's common stock granted on various dates with varying exercise prices and vesting dates.

(16) The options exercised were included in options granted under the issuer's stock option and incentive plan on February 11, 2009 which became exercisable in three equal installments beginning on February 11, 2010.

(17) Following the reported transaction, the reporting person held a total of 370,999 options to purchase the issuer's common stock granted on various dates with varying exercise prices and vesting dates.

(18) Following the reported transaction, the reporting person held a total of 367,499 options to purchase the issuer's common stock granted on various dates with varying exercise prices and vesting dates.

(19) The options exercised were included in options granted under the issuer's stock option and incentive plan on February 11, 2010 which became exercisable in three equal installments beginning on February 11, 2011.

(20) Following the reported transaction, the reporting person holds a total of 366,599 options to purchase the issuer's common stock granted on various dates with varying exercise prices and vesting dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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