

AVALONBAY COMMUNITIES INC
 Form 4
 July 31, 2013

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 *
 O'Shea Kevin P.

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)
 671 N. GLEBE ROAD, SUITE 800
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/29/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

ARLINGTON, VA 22203

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

(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)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$.01 per share	07/29/2013		M		676 A \$ 74.2	7,987 ⁽¹⁾	D
Common Stock, par value \$.01 per share	07/29/2013		M		430 A \$ 115.83	8,417 ⁽¹⁾	D
Common Stock, par value \$.01 per share	07/29/2013		S		1,506 D \$ 138	6,911 ⁽¹⁾	D

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Common Stock, par value \$.01 per share	07/30/2013	M	255	A	\$ 115.83	7,166 ⁽¹⁾	D
Common Stock, par value \$.01 per share	07/30/2013	S	255	D	\$ 138.66	6,911 ⁽¹⁾	D

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

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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 (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	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 74.2	07/29/2013		M	676	02/11/2011 ⁽²⁾ 02/11/2020	Common Stock	676	
Employee Stock Options (Right to Buy)	\$ 115.83	07/29/2013		M	430	02/16/2012 ⁽³⁾ 02/16/2021	Common Stock	430	
Employee Stock Options (Right to Buy)	\$ 115.83	07/30/2013		M	255	02/16/2012 ⁽³⁾ 02/16/2021	Common Stock	255	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Shea Kevin P. 671 N. GLEBE ROAD SUITE 800 ARLINGTON, VA 22203			Executive Vice President	

Signatures

Catherine T. White, as attorney-in-fact under Power of Attorney dated December 13, 2012	07/31/2013
**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 amount of securities owned following the reported transaction reflects direct ownership of all shares of common stock, including restricted shares.
- (2) 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 annual installments beginning on February 11, 2011.
- (3) The options exercised were included in options granted under the issuer's stock option and incentive plan on February 16, 2011, which became exercisable in three annual installments beginning on February 16, 2012.
- (4) Following the reported transaction, the reporting person holds a total of 21,646 options to purchase the issuer's common stock with varying 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. 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.