

AVALONBAY COMMUNITIES INC

Form 4

November 02, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Morris James Richard

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)
2900 EISENHOWER AVE., SUITE
300

3. Date of Earliest Transaction
(Month/Day/Year)
11/01/2006

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Senior Vice President

(Street)
ALEXANDRIA, VA 22314

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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 Ownership Indirect Beneficial (Instr. 4)
Common Stock, par value \$.01 per share	11/01/2006		M	4,747 A	\$ 50.6 23,531.247 (1)	D	
Common Stock, par value \$.01 per share	11/01/2006		S	147 D	\$ 130.39 23,384.247 (1)	D	
Common Stock, par value \$.01	11/01/2006		S	4,600 D	\$ 130.09 18,784.247 (1)	D	

per share

Common
Stock, par
value \$.01
per share

11/01/2006

M

1,556

A

\$ 36.02

20,340.247
(1)

D

Common
Stock, par
value \$.01
per share

11/01/2006

M

868

A

\$ 50.6

21,208.247
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 50.6	11/01/2006		M	4,747	02/12/2005 ⁽²⁾ 02/12/2014	Common Stock 4,747
Employee Stock Options (Right to Buy)	\$ 36.02	11/01/2006		M	1,556	02/12/2004 ⁽⁴⁾ 02/12/2013	Common Stock 1,556
Employee Stock Options (Right to Buy)	\$ 50.6	11/01/2006		M	868	02/12/2005 ⁽²⁾ 02/12/2014	Common Stock 868

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morris James Richard 2900 EISENHOWER AVE., SUITE 300 ALEXANDRIA, VA 22314			Senior Vice President	

Signatures

Edward M. Schulman, as attorney-in-fact under Power of Attorney dated March 7, 2005

11/02/2006

__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 on February 12, 2004, which became exercisable in three equal annual installments beginning on February 12, 2005.
- The number of derivative securities beneficially owned following the reported transaction includes options granted in various periods
- (3) with varying exercise prices and vesting dates. Following the reported transaction the reporting person holds 4,111 options that expire on February 12, 2014 with an exercise price of \$50.60.
- (4) The options exercised were included in options granted on February 12, 2003, which become exercisable in three equal annual installments beginning on February 12, 2004.
- The number of derivative securities beneficially owned following the reported transaction includes options granted in various periods
- (5) with varying exercise prices and vesting dates. Following the reported transaction the reporting person holds no more options that expire on February 12, 2013 with an exercise price of \$36.02.
- The number of derivative securities beneficially owned following the reported transaction includes options granted in various periods
- (6) with varying exercise prices and vesting dates. Following the reported transaction the reporting person holds 3,243 options that expire on February 12, 2014 with an exercise price of \$50.60.

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.