

AVALONBAY COMMUNITIES INC

Form 4

February 15, 2007

**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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SARGEANT THOMAS J**

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)  
**C/O AVALONBAY  
COMMUNITIES, INC., 2900  
EISENHOWER AVE., SUITE 300**  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/13/2007**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP and CFO

**ALEXANDRIA, VA 22314**

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	02/13/2007		M		5,471 A	\$ 50.6	123,773.401 (1) D
Common Stock, par value \$.01 per share	02/13/2007		S		5,471 D	\$ 145.7264	118,302.401 (1) D
Common Stock, par	02/13/2007		M		4,529 A	\$ 69.95	122,831.401 (1) D

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value \$.01  
per share

Common  
Stock, par  
value \$.01  
per share

02/13/2007

S

4,529

D

\$  
145.7264

118,302.401  
(1)

D

Common  
Stock, par  
value \$.01  
per share

1,352 (2)

I

Owned  
by spouse

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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
Employee Stock Options (Right to Buy)	\$ 145.7264	02/13/2007		M	5,471	02/12/2005 <sup>(3)</sup> 02/12/2014	Common Stock	5,471
Employee Stock Options (Right to Buy)	\$ 145.7264	02/13/2007		M	4,529	02/11/2006 <sup>(5)</sup> 02/11/2015	Common Stock	4,529

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Reporting Owners

SARGEANT THOMAS J  
C/O AVALONBAY COMMUNITIES, INC.  
2900 EISENHOWER AVE., SUITE 300  
ALEXANDRIA, VA 22314

EVPand CFO

## Signatures

Edward M. Schulman, as attorney-in-fact under Power of Attorney dated January 1, 2000

02/15/2007

\_\_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) No transaction is reported. The amount of securities owned indirectly following the reported transaction is included for information purposes only.
- (3) 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 prior periods with  
(4) varying exercise prices and vesting dates. Following the reported transaction, the reporting person holds 15,726 more options that expire on February 12, 2014 with an exercise price of \$50.60.
- (5) The options exercised were included in options granted on February 11, 2005 which became exercisable in three equal annual installments, beginning on February 11, 2006.  
  
The number of derivative securities beneficially owned following the reported transaction includes options granted in prior periods with  
(6) varying exercise prices and vesting dates. Following the reported transaction, the reporting person holds 58,908 more options that expire on February 11, 2015 with an exercise price of \$69.95.

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.