

HEALY JOHN J JR
Form 4
January 06, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
HEALY JOHN J JR

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)
01/04/2004

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

C/O AVALONBAY COMMUNITIES, INC., 2900 EISENHOWER AVE., SUITE 300

(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

ALEXANDRIA, VA 22314

(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 or Price		
Common Stock, par value \$.01 per share	01/04/2005		M		10,000 A \$ 36.125	26,741.834 (1)	D
Common Stock, par value \$.01 per share	01/04/2005		M		10,000 A \$ 36	36,741.834 (1)	D
Common Stock, par	01/04/2005		M		10,000 A \$ 40.5	46,741.834 (1)	D

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value \$.01
per share

Common Stock, par value \$.01 per share	01/04/2005	M	7,000	A	\$ 44.35	<u>53,741.834</u> (1)	D
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Common Stock, par value \$.01 per share	01/04/2005	M	7,000	A	\$ 46.36	<u>60,741.834</u> (1)	D
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Common Stock, par value \$.01 per share	01/04/2005	M	7,000	A	\$ 43.14	<u>67,741.834</u> (1)	D
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Common Stock, par value \$.01 per share	01/04/2004	S	10,000	D	\$ 74.75	<u>57,741.834</u> (1)	D
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Common Stock, par value \$.01 per share	01/04/2005	S	9,500	D	\$ 73.9	<u>48,241.834</u> (1)	D
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Common Stock, par value \$.01 per share	01/04/2005	S	500	D	\$ 73.93	<u>47,741.834</u> (1)	D
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Common Stock, par value \$.01 per share	01/04/2005	S	800	D	\$ 74.47	<u>46,941.834</u> (1)	D
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Common Stock, par value \$.01 per share	01/04/2005	S	9,200	D	\$ 74.45	<u>37,741.834</u> (1)	D
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Common Stock, par value \$.01 per share	01/04/2005	S	200	D	\$ 74.97	<u>37,541.834</u> (1)	D
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Common Stock, par value \$.01 per share	01/04/2005	S	400	D	\$ 74.95	<u>37,141.834</u> (1)	D
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Common Stock, par value \$.01	01/04/2005	S	300	D	\$ 74.22	<u>36,841.834</u> (1)	D
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per share							
Common Stock, par value \$.01 per share	01/04/2005	S	300	D	\$ 74.21	<u>36,541.834</u> (1)	D
Common Stock, par value \$.01 per share	01/04/2005	S	5,000	D	\$ 73.85	<u>31,541.834</u> (1)	D
Common Stock, par value \$.01 per share	01/04/2005	S	400	D	\$ 73.74	<u>31,141.834</u> (1)	D
Common Stock, par value \$.01 per share	01/04/2005	S	400	D	\$ 74.2	<u>30,741.834</u> (1)	D
Common Stock, par value \$.01 per share	01/04/2005	S	7,000	D	\$ 74.2	<u>23,741.834</u> (1)	D
Common Stock, par value \$.01 per share	01/04/2005	S	3,100	D	\$ 74.25	<u>20,641.834</u> (1)	D
Common Stock, par value \$.01 per share	01/04/2005	S	3,800	D	\$ 73.73	<u>16,841.834</u> (1)	D
Common Stock, par value \$.01 per share	01/04/2005	S	100	D	\$ 74.2	<u>16,741.834</u> (1)	D

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Code	V	(A)	(D)				
Stock Options (Right to Buy)	\$ 36.125	01/04/2005	M	10,000	06/11/1999	06/11/2008	Common Stock	10,000
Stock Options (Right to Buy)	\$ 36	01/04/2005	M	10,000	05/12/2000	05/12/2009	Common Stock	10,000
Stock Options (Right to Buy)	\$ 40.5	01/04/2005	M	10,000	05/17/2001	05/17/2010	Common Stock	10,000
Stock Options (Right to Buy)	\$ 44.35	01/04/2005	M	7,000	05/15/2002	05/15/2011	Common Stock	7,000
Stock Option (Right to Buy)	\$ 46.36	01/04/2005	M	7,000	05/14/2003	05/14/2012	Common Stock	7,000
Stock Option (Right to Buy)	\$ 43.14	01/04/2005	M	7,000	05/21/2004	05/21/2013	Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HEALY JOHN J JR
 C/O AVALONBAY COMMUNITIES, INC.
 2900 EISENHOWER AVE., SUITE 300
 ALEXANDRIA, VA 22314

X

Signatures

By Edward M. Schulman under Power of Attorney dated January 27, 2000

01/05/2005

__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 Deferred Stock Units ("Units"), which may be subject to vesting requirements. The Units will convert into common stock on a one for one basis when the reporting person ceases to be an employee or director of the issuer.

(2) The options exercised were included in options granted on June 11, 1998 under the issuer's Stock Option and Incentive Plan.

(3) The number of derivative securities beneficially owned following the reported transaction includes options granted in prior periods with varying exercise prices and vesting dates. Following the reported transaction the reporting person holds no more options that expire on June 11, 2008 with an exercise price of \$36.125.

(4) The options exercised were included in options granted on May 12, 1999 under the issuer's Stock Option and Incentive Plan.

(5) The number of derivative securities beneficially owned following the reported transaction includes options granted in prior periods with varying exercise prices and vesting dates. Following the reported transaction the reporting person holds no more options that expire on May 12, 2009 with an exercise price of \$36.00.

(6) The options exercised were included in options granted on May 17, 2000 under the issuer's Stock Option and Incentive Plan.

(7) The number of derivative securities beneficially owned following the reported transaction includes options granted in prior periods with varying exercise prices and vesting dates. Following the reported transaction the reporting person holds no more options that expire on May 17, 2010 with an exercise price of \$40.50.

(8) The options exercised were included in options granted on May 15, 2001 under the issuer's Stock Option and Incentive Plan.

(9) The number of derivative securities beneficially owned following the reported transaction includes options granted in prior periods with varying exercise prices and vesting dates. Following the reported transaction the reporting person holds no more options that expire on May 15, 2011 with an exercise price of \$44.35.

(10) The options exercised were included in options granted on May 14, 2002 under the issuer's Stock Option and Incentive Plan.

(11) The number of derivative securities beneficially owned following the reported transaction includes options granted in various periods with varying exercise prices and vesting dates. Following the reported transaction the reporting person holds no more options that expire on May 14, 2012 with an exercise price of \$46.36.

(12) The options exercised were included in options granted on May 21, 2003 under the issuer's Stock Option and Incentive Plan.

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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