

AVALONBAY COMMUNITIES INC
 Form 4
 May 20, 2005

FORM 4

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

OMB APPROVAL

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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 *
WILLIAMS AMY 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)

3. Date of Earliest Transaction (Month/Day/Year)
05/18/2005

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$.01 per share	05/18/2005		A		1,998 A \$ 0 ⁽¹⁾	8,816 ⁽²⁾	D
Common Stock, par value \$.01 per share	05/19/2005		M		7,000 A \$ 44.35	15,816 ⁽²⁾	D
Common Stock, par	05/19/2005		S		7,000 D \$ 76.61	8,816 ⁽²⁾	D

value \$.01
per share

Common
Stock, par
value \$.01
per share

05/19/2005

M

7,000 A

\$
46.36

15,816 ⁽²⁾

D

Common
Stock, par
value \$.01
per share

05/19/2005

S

7,000 D

\$
76.83

8,816 ⁽²⁾

D

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 (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)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 44.35	05/19/2005		M	7,000	05/15/2002 05/15/2011	Common Stock	7,000
Stock Options (Right to Buy)	\$ 46.36	05/19/2005		M	7,000	05/14/2003 05/14/2012	Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

WILLIAMS AMY P
C/O AVALONBAY COMMUNITIES, INC.
2900 EISENHOWER AVE., SUITE 300
ALEXANDRIA, VA 22314

Signatures

By Edward M. Schulman under Power of Attorney dated May 20,
2003

05/20/2005

__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) Reflects grant of shares of Restricted Stock under the issuer's Stock Option and Incentive Plan, which are subject to vesting requirements.

(2) The amount of securities owned following the reported transaction reflects direct ownership of all shares of common stock, some of which may be subject to vesting requirements.

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

(4) The number of derivative securities beneficially owned following the reported transaction includes options 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.

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

(6) The number of derivative securities beneficially owned following the reported transaction includes all options beneficially owned. Following the reported transaction the reporting person holds no more options that expire on May 14, 2012 with an exercise price of \$46.36.

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.