

AVALONBAY COMMUNITIES INC  
 Form 4  
 March 03, 2014

**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 \*  
 McLaughlin William M

(Last) (First) (Middle)

C/O AVALONBAY COMMUNITIES, INC., BALLSTON TOWER, 671 N. GLEBE ROAD

(Street)

ARLINGTON, VA 22203

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 AVALONBAY COMMUNITIES INC [AVB]

3. Date of Earliest Transaction (Month/Day/Year)  
 02/27/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 (D) or Price   |  |   |
| Common Stock, par value \$.01 per share | 02/27/2014                           |  | M                              |   | 1,472 A \$ 67.86  | 53,596.259 (1)   | D   |
| Common Stock, par value \$.01 per share | 02/27/2014                           |  | M                              |   | 1,039 A \$ 96.19  | 54,635.259 (1)   | D   |
|   | 02/27/2014                           |  | M                              |   | 1,156 A \$ 86.4   |  | D   |

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|   |            |              |       |   |           |                          |   |  |
|---|------------|--------------|-------|---|-----------|--------------------------|---|--|
| Common Stock, par value \$.01 per share |            |              |       |   |           | 55,791.259<br><u>(1)</u> |   |  |
| Common Stock, par value \$.01 per share | 02/27/2014 | M            | 2,060 | A | \$ 48.6   | 57,851.259<br><u>(1)</u> | D |  |
| Common Stock, par value \$.01 per share | 02/27/2014 | M            | 1,347 | A | \$ 74.2   | 59,198.259<br><u>(1)</u> | D |  |
| Common Stock, par value \$.01 per share | 02/27/2014 | <u>F</u> (2) | 3,924 | D | \$ 127.3  | 55,274.259<br><u>(1)</u> | D |  |
| Common Stock, par value \$.01 per share | 02/28/2014 | S            | 3,500 | D | \$ 129    | 51,774.259<br><u>(1)</u> | D |  |
| Common Stock, par value \$.01 per share | 03/01/2014 | <u>F</u> (3) | 1,308 | D | \$ 128.97 | 50,466.259<br><u>(1)</u> | D |  |
| Common Stock, par value \$.01 per share |            |              |       |   |           | 1,160 <u>(4)</u>         | I | Held by children in household or in trust for children |

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 (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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|

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|                              |          |            |      |           | Date Exercisable          | Expiration Date | Title        | Amount or Number of Shares |
|------------------------------|----------|------------|------|-----------|---------------------------|-----------------|--------------|----------------------------|
|                              |          |            | Code | V (A) (D) |                           |                 |              |                            |
| Stock Options (Right to Buy) | \$ 67.86 | 02/27/2014 | M    | 1,472     | 02/11/2006 <sup>(5)</sup> | 02/11/2015      | Common Stock | 1,472                      |
| Stock Options (Right to Buy) | \$ 96.19 | 02/27/2014 | M    | 1,039     | 02/09/2007 <sup>(6)</sup> | 02/09/2016      | Common Stock | 1,039                      |
| Stock Options (Right to Buy) | \$ 86.4  | 02/27/2014 | M    | 1,156     | 02/11/2009 <sup>(7)</sup> | 02/11/2018      | Common Stock | 1,156                      |
| Stock Options (Right to Buy) | \$ 48.6  | 02/27/2014 | M    | 2,060     | 02/11/2010 <sup>(8)</sup> | 02/11/2019      | Common Stock | 2,060                      |
| Stock Options (Right to Buy) | \$ 74.2  | 02/27/2014 | M    | 1,347     | 02/11/2011 <sup>(9)</sup> | 02/11/2020      | Common Stock | 1,347                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| McLaughlin William M<br>C/O AVALONBAY COMMUNITIES, INC.<br>BALLSTON TOWER, 671 N. GLEBE ROAD<br>ARLINGTON, VA 22203 |               |           | Executive Vice President |       |

## Signatures

Catherine T. White, as attorney-in-fact under Power of Attorney dated February 22, 2010. 03/03/2014

\_\_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) Reflects payment of exercise price by delivering securities to the Company.

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- (3) Reflects withholding of shares by the Company to cover tax withholding obligations on the vesting of restricted stock under the Company's Stock Option and Incentive Plan.
- (4) No transaction is reported. The amount of securities owned indirectly following the reported transactions is included for information purposes only.
- (5) The options exercised were included in options granted under the issuer's stock option and incentive plan on February 11, 2005, which became exercisable in three equal annual installments beginning on February 11, 2006.
- (6) The options exercised were included in options granted under the issuer's stock option and incentive plan on February 9, 2006, which became exercisable in three equal annual installments beginning on February 9, 2007.
- (7) The options exercised were included in options granted under the issuer's stock option and incentive plan on February 11, 2008, which became exercisable in three equal annual installments beginning on February 11, 2009.
- (8) The options exercised were included in options granted under the issuer's stock option and incentive plan on February 11, 2009, which became exercisable in three equal annual installments beginning on February 11, 2010.
- (9) 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 equal annual installments beginning on February 11, 2011.
- (10) Following the reported transaction, the reporting person holds a total of 76,223 options to purchase the issuer's common stock granted on various dates and with varying exercise prices and 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.

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