

MEYER GILBERT M
Form 4
February 26, 2010

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 *
MEYER GILBERT M

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)
02/24/2010

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V Amount (D) Price | | | |

Common Stock, par value \$0.01 per share

02/24/2010

M 5,043 A \$ 43.03

1,158,015.388 (1)

D

Common Stock, par value \$0.01 per share

02/24/2010

S 5,043 D \$ 80.61 (2)

1,152,972.388 (1)

D

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| | | | | | | | |
|------------------------------------------|------------|---|-------|---|-------------------|-----------------------------|---|
| Common Stock, par value \$0.01 per share | 02/24/2010 | M | 7,215 | A | \$ 44.98 | <u>1,160,187.388</u> (1) | D |
| Common Stock, par value \$0.01 per share | 02/24/2010 | S | 7,215 | D | \$ 80.608 (3) | <u>1,152,972.388</u> (1) | D |
| Common Stock, par value \$0.01 per share | 02/24/2010 | M | 7,215 | A | \$ 41.85 | <u>1,160,187.388</u> (1) | D |
| Common Stock, par value \$0.01 per share | 02/24/2010 | S | 7,215 | D | \$ 80.5798 (4) | <u>1,152,972.388</u> (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 |
| Stock Options (Right to Buy) | \$ 43.03 | 02/24/2010 | | M | 5,043 | 05/15/2002 ⁽⁵⁾ | 05/15/2011 | Common Stock | 5,043 |
| Stock Options | \$ 44.98 | 02/24/2010 | | M | 7,215 | 05/14/2003 ⁽⁷⁾ | 05/14/2012 | Common Stock | 7,215 |

(Right to Buy)

Stock

| | | | | | | | | |
|------------------------|----------|------------|---|-------|---------------------------|------------|--------------|-------|
| Options (Right to Buy) | \$ 41.85 | 02/24/2010 | M | 7,215 | 05/21/2004 ⁽⁹⁾ | 05/21/2013 | Common Stock | 7,215 |
|------------------------|----------|------------|---|-------|---------------------------|------------|--------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MEYER GILBERT M C/O AVALONBAY COMMUNITIES, INC. 2900 EISENHOWER AVE., SUITE 300 ALEXANDRIA, VA 22314 | X | | | |

Signatures

By Catherine T. White, as attorney-in-fact under Power of Attorney dated January 22, 2009

02/26/2010

__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 Units, which convert to common stock on a one for one basis when the reporting person ceases to be an employee or director of the issuer.
 - (2) This transaction was executed in multiple trades at prices ranging from \$80.59 to \$80.63. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
 - (3) This transaction was executed in multiple trades at prices ranging from \$80.57 to \$80.65. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
 - (4) This transaction was executed in multiple trades at prices ranging from \$80.54 to \$80.63. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
 - (5) The options exercised were included in options granted under the issuer's stock option and incentive plan on May 15, 2001 which became exercisable in full on May 15, 2002.
 - (6) Following the reported transaction, the reporting person holds 14,430 options to purchase the issuer's common stock granted on various dates and with varying exercise prices and vesting dates.
 - (7) The options exercised were included in options granted under the issuer's stock option and incentive plan on May 14, 2002 which became exercisable in full on May 14, 2003.
 - (8) Following the reported transaction, the reporting person holds 7,215 options to purchase the issuer's common stock granted on various dates and with varying exercise prices and vesting dates.
 - (9) The options exercised were included in options granted under the issuer's stock option and incentive plan on May 21, 2003 which became exercisable in full on May 21, 2004.
 - (10) Following the reported transaction, the reporting person does not hold any options to purchase the issuer's common stock.

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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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