

AVALONBAY COMMUNITIES INC

Form 4

August 04, 2006

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dunn Lili F

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)
2900 EISENHOWER AVE., SUITE
300

3. Date of Earliest Transaction
(Month/Day/Year)
08/03/2006

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Senior Vice President

(Street)
ALEXANDRIA, VA 22314

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, par value \$.01 per share	08/03/2006		M		1,000	A \$ 33.75	36,578.259 (1) D
Common Stock, par value \$.01 per share	08/03/2006		S		1,000	D \$ 116.5	35,578.259 (1) D
Common Stock, par value \$.01	08/03/2006		M		4,000	A \$ 45.95	39,578.259 (1) D

Edgar Filing: AVALONBAY COMMUNITIES INC - Form 4

per share

Common

Stock, par
value \$.01

08/03/2006

S

4,000

D

\$ 35,578.259
116.5 ⁽¹⁾

D

per share

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 33.75	08/03/2006		M		1,000		02/28/2001 ⁽²⁾	02/28/2010	Common Stock	1,000
Stock Options (Right to Buy)	\$ 45.95	08/03/2006		M		4,000		02/13/2002 ⁽⁴⁾	02/13/2011	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dunn Lili F
2900 EISENHOWER AVE., SUITE 300
ALEXANDRIA, VA 22314

Senior Vice President

Signatures

Edward M. Schulman, as attorney-in-fact under Power of Attorney dated March 7, 2005

08/04/2006

__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) The options exercised were included in options granted under the issuer's stock option and incentive plan on February 28, 2000, which became exercisable in three equal annual installments beginning on February 28, 2001.
The number of derivative securities beneficially owned following the reported transaction includes options granted in various periods
- (3) with varying exercise prices and vesting dates. Following the reported transaction the reporting person holds no more options that expire on February 28, 2010 with an exercise price of \$33.75.
- (4) The options exercised were included in options granted under the issuer's stock option and incentive plan on February 13, 2001, which became exercisable in three equal annual installments beginning on February 13, 2002.
The number of derivative securities beneficially owned following the reported transaction includes options granted in various periods
- (5) with varying exercise prices and vesting dates. Following the reported transaction the reporting person holds 8500 options that expire on February 13, 2011 with an exercise price of \$45.95.

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.