

Morris James Richard
Form 4
February 08, 2006

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 *
Morris James Richard

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2006

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

ALEXANDRIA, VA 22314

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

(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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$.01 per share | 02/06/2006 | | M | 4,880 | A \$ 45.79 | 17,711.443 (1) | D |
| Common Stock, par value \$.01 per share | 02/06/2006 | | S | 180 | D \$ 98.3 | 17,531.443 (1) | D |
| Common Stock, par value \$.01 | 02/06/2006 | | S | 100 | D \$ 98.29 | 17,431.443 (1) | D |

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per share

| | | | | | | | |
|--|------------|---|-----|---|----------|-------------------|---|
| Common Stock, par value \$.01 per share | 02/06/2006 | S | 600 | D | \$ 98.28 | 16,831.443 (1) | D |
|--|------------|---|-----|---|----------|-------------------|---|

| | | | | | | | |
|--|------------|---|-------|---|----------|-------------------|---|
| Common Stock, par value \$.01 per share | 02/06/2006 | S | 4,000 | D | \$ 98.09 | 12,831.443 (1) | D |
|--|------------|---|-------|---|----------|-------------------|---|

| | | | | | | | |
|--|------------|---|-------|---|----------|-------------------|---|
| Common Stock, par value \$.01 per share | 02/06/2006 | M | 3,110 | A | \$ 36.02 | 15,941.443 (1) | D |
|--|------------|---|-------|---|----------|-------------------|---|

| | | | | | | | |
|--|------------|---|-----|---|---------|-------------------|---|
| Common Stock, par value \$.01 per share | 02/06/2006 | M | 869 | A | \$ 50.6 | 16,810.443 (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 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) | Amount or Number of Shares |
|---|--|---|---|--------------------------------------|---|--|---|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Options (Right to Buy) | \$ 45.79 | 02/06/2006 | | M | 4,880 | 02/13/2003 ⁽²⁾ 02/13/2012 | Common Stock | 4,880 |
| Employee Stock Options | \$ 36.02 | 02/06/2006 | | M | 3,110 | 02/12/2004 ⁽⁴⁾ 02/12/2013 | Common Stock | 3,110 |

(Right to Buy)

Employee Stock

| | | | | | | | | |
|---------|---------|------------|---|-----|---------------------------|------------|--------------|-----|
| Options | \$ 50.6 | 02/06/2006 | M | 869 | 02/12/2005 ⁽⁶⁾ | 02/12/2014 | Common Stock | 869 |
|---------|---------|------------|---|-----|---------------------------|------------|--------------|-----|

(Right to Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Morris James Richard 2900 EISENHOWER AVE., SUITE 300 ALEXANDRIA, VA 22314 | | | Senior Vice President | |

Signatures

By Edward M. Schulman under Power of Attorney dated March 1, 2005

02/06/2006

__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 on February 13, 2002 which became exercisable in three annual installments beginning on February 13, 2003.
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 13, 2012 with an exercise price of \$45.79.
- (4) The options exercised were included in options granted on February 12, 2003 which became exercisable in three annual installments beginning on February 12, 2004.
The number of derivative securities beneficially owned following the reported transaction includes options with varying exercise prices
- (5) and vesting dates. Following the reported transaction the reporting person holds 1,556 options that expire on February 12, 2013 with an exercise price of \$36.02.
- (6) The options exercised were included in options granted on February 12, 2004 which become exercisable in three equal annual installments beginning on February 12, 2005.
The number of derivative securities beneficially owned following the reported transaction includes options with varying exercise prices
- (7) and vesting dates. Following the reported transaction the reporting person holds 8,858 more options that expire on February 12, 2014 with an exercise price of \$50.60.

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.