

AVALONBAY COMMUNITIES INC  
 Form 4  
 August 18, 2014

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 O'Shea Kevin 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)  
 671 N. GLEBE ROAD, SUITE 800  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/14/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Financial Officer

ARLINGTON, VA 22203

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock, par value \$.01 per share | 08/14/2014                           |  | M                              |   | 764   | A  | \$ 130.23   |
|   |                                      |  |                                |   | 8,143 <sup>(1)</sup>  | D  |   |
| Common Stock, par value \$.01 per share | 08/14/2014                           |  | M                              |   | 1,456   | A  | \$ 132.95   |
|   |                                      |  |                                |   | 9,599 <sup>(1)</sup>  | D  |   |
| Common Stock, par value \$.01 per share | 08/14/2014                           |  | M                              |   | 3,166   | A  | \$ 143.34   |
|   |                                      |  |                                |   | 12,765 <sup>(1)</sup>   | D  |   |

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Common Stock, par value \$.01 per share 08/14/2014 S 5,386 D \$ 151.6251 7,379 <sup>(1)</sup> (2) 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Options (Right to Buy)      | \$ 130.23  | 08/14/2014                           |  | M                              | 764   | 02/13/2014 <sup>(3)</sup> 02/13/2023                     | Common Stock  | 764                        |
| Employee Stock Options (Right to Buy)      | \$ 132.95  | 08/14/2014                           |  | M                              | 1,456   | 02/16/2013 <sup>(4)</sup> 02/16/2022                     | Common Stock  | 1,456                      |
| Employee Stock Options (Right to Buy)      | \$ 143.34  | 08/14/2014                           |  | M                              | 3,166   | 02/08/2008 <sup>(5)</sup> 02/08/2017                     | Common Stock  | 3,166                      |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                         |       |
|--------------------------------|---------------|-----------|-------------------------|-------|
|                                | Director      | 10% Owner | Officer                 | Other |
|                                |               |           | Chief Financial Officer |       |

O'Shea Kevin P.  
671 N. GLEBE ROAD  
SUITE 800  
ARLINGTON, VA 22203

## Signatures

Catherine T. White, as attorney-in-fact under Power of Attorney dated December 13, 2012

08/18/2014

\_\_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.  

This transaction was executed in multiple trades at prices ranging from \$151.47 to \$151.76. The price reported above reflects the
- (2) 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) The options exercised were included in options granted under the issuer's stock option and incentive plan on February 13, 2013, which became exercisable in three annual installments beginning on February 13, 2014.
- (4) The options exercised were included in options granted under the issuer's stock option and incentive plan on February 16, 2012, which became exercisable in three annual installments beginning on February 16, 2013.
- (5) The options exercised were included in options granted under the issuer's stock option and incentive plan on February 08, 2007, which became exercisable in three annual installments beginning on February 08, 2008.
- (6) Following the reported transaction, the reporting person holds a total of 11,135 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. 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.