

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): APRIL 18, 1997

BAY APARTMENT COMMUNITIES, INC.
(Exact name of Registrant as specified in charter)

----- MARYLAND ----- (State or other jurisdiction of incorporation)	----- 1-12672 ----- (Commission file number)	----- 77-0404318 ----- (IRS employer identification no.)
---	---	--

4340 STEVENS CREEK BOULEVARD, SUITE 275, SAN JOSE, CA 95129
(Address of principal executive offices) (Zip Code)

(408) 983-1500
(Registrant's telephone number, including area code)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the
Registrant has duly caused this report to be filed on its behalf by the
undersigned thereunto duly authorized.

BAY APARTMENT COMMUNITIES, INC.

Dated: April 21, 1997

By: /s/ Gilbert M. Meyer

Gilbert M. Meyer
Chairman of the Board and President