

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

SCHEDULE 13G
(Rule 13d-102)

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)*

Bay Apartment Communities, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

072012107

(CUSIP Number)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. 072012107

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

LaSalle Advisors Capital Management, Inc.
36-4160747

2 Check the Appropriate Box If a Member of a Group* a. ☒ |X|
b. ☐ |_|

3 SEC Use Only

4 Citizenship or Place of Organization

Maryland

5 Sole Voting Power
Number of
Shares
Beneficially

0

6 Shared Voting Power
Owned By
Each
Reporting
Person

0

7 Sole Dispositive Power

0

8 Shared Dispositive Power

326,850

9 Aggregate Amount Beneficially Owned by Each Reporting Person

326,850

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares* ☒ |X|

Excludes shares beneficially owned by ABKB/LaSalle Securities Limited Partnership.

11 Percent of Class Represented By Amount in Row (9)

1.3%

12 Type of Reporting Person*

IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP No. 072012107

1 Name of Reporting Person

S.S. or I.R.S. Identification No. of Above Person

ABKB/LaSalle Securities Limited Partnership

36-3991973

2 Check the Appropriate Box If a Member of a Group*

a. ☒

b. ☐

3 SEC Use Only

4 Citizenship or Place of Organization

Maryland

5 Sole Voting Power

Number of
Shares

303,500

Beneficially

Owned By

Each

Reporting

Person

With

303,500

8 Shared Dispositive Power

1,590,373

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,893,873

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares* ☒

Excludes shares beneficially owned by LaSalle Advisors Capital Management, Inc.

11 Percent of Class Represented By Amount in Row (9)

7.3%

12 Type of Reporting Person*

IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1.

(a) Name of Issuer: Bay Apartment Communities, Inc.

(b) Address of Issuer's Principal Executive Offices

4340 Stevens Creek Boulevard, Suite 275, San Jose, California 95129

Item 2.

LaSalle Advisors Capital Management, Inc. provides the following information:

(a) Name of Person Filing: LaSalle Advisors Capital Management, Inc.

(b) Address of Principal Business Office or, if none, Residence

200 East Randolph Drive, Chicago, Illinois 60601

(c) Citizenship: Maryland
(d) Title of Class of Securities: Common Stock
(e) CUSIP Number: 072012107

ABKB/LaSalle Securities Limited Partnership provides the following information:

(a) Name of Person Filing: ABKB/LaSalle Securities Limited Partnership
(b) Address of Principal Business Office or, if none, Residence
200 East Randolph Drive, Chicago, Illinois 60601
(c) Citizenship: Maryland
(d) Title of Class of Securities: Common Stock
(e) CUSIP Number: 072012107

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

(a) ☐ Broker or Dealer registered under Section 15 of the Act
(b) ☐ Bank as defined in Section 3(a)(6) of the Act
(c) ☐ Insurance Company as defined in Section 3(a)(19) of the Act
(d) ☐ Investment Company registered under Section 8 of the Investment Company Act
(e) ☒ (3) Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940
(f) ☐ Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund;
see ss.240.13d-1(b)(1)(ii)(F)
(g) ☐ Parent Holding Company, in accordance with ss.240.13d-1(b)(ii)(G) (Note: See Item 7)
(h) ☐ Group, in accordance with ss.240.13d-1(b)(1)(ii)(H)

(3) This response is provided on behalf of LaSalle Advisors Capital Management, Inc. and ABKB/LaSalle Securities Limited Partnership, each an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.

Item 4. Ownership

If the percent of the class owned, as of December 31 of the year covered by the statement, or as of the last day of any month described in Rule 13d-1(b)(2), if applicable, exceeds five percent, provide the following information as of that date and identify those shares which there is a right to acquire.

LaSalle Advisors Capital Management, Inc. provides the following information:

(a) Amount Beneficially Owned:	326,850
(b) Percent of Class:	1.3%
(c) Number of shares as to which such person has:	
(i) sole power to vote or to direct the vote:	0
(ii) shared power to vote or to direct the vote:	0
(iii) sole power to dispose or to direct the disposition of:	0
(iv) shared power to dispose or to direct the disposition of:	326,850

ABKB/LaSalle Securities Limited Partnership provides the following information:

(a) Amount Beneficially Owned:	1,893,873
(b) Percent of Class:	7.3%
(c) Number of shares as to which such person has:	
(i) sole power to vote or to direct the vote:	303,500
(ii) shared power to vote or to direct the vote:	1,542,868
(iii) sole power to dispose or to direct the disposition of:	303,500
(iv) shared power to dispose or to direct the disposition of:	1,590,373

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than

five percent of the class of securities, check the following |_|.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

The two members of the Group are: LaSalle Advisors Capital Management, Inc. ("LaSalle") and ABKB/LaSalle Securities Limited Partnership ("ABKB/LaSalle").

ABKB/LaSalle is a Maryland limited partnership, the limited partner of which is LaSalle and the general partner of which is ABKB/LaSalle Securities, Inc., a Maryland corporation, the sole stockholder of which is LaSalle. LaSalle and ABKB/LaSalle, each registered investment advisers, have different advisory clients.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

The parties agree that this statement is filed on behalf of each of them.

Dated: February 13, 1998

LASALLE ADVISORS CAPITAL MANAGEMENT, INC.

By: /s/ William K. Morrill, Jr.

Name: William K. Morrill, Jr.

Title: Managing Director

ABKB/LASALLE SECURITIES LIMITED PARTNERSHIP

By: /s/ William K. Morrill, Jr.

Name: William K. Morrill, Jr.

Title: Managing Director