

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **March 13, 2013**

AVALONBAY COMMUNITIES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Maryland

(State or Other Jurisdiction of Incorporation)

1-12672

(Commission File Number)

77-0404318

(I.R.S. Employer Identification No.)

671 N. Glebe Road, Suite 800, Arlington, Virginia

(Address of Principal Executive Offices)

22203

(Zip Code)

Registrant's telephone number, including area code **(703) 329-6300**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(a) On March 13, 2013, Bryce Blair, Chairman of the Board of AvalonBay Communities, Inc. (the "Company"), informed the Board of Directors of his decision not to stand for re-election as a director at the Company's May 22, 2013 annual meeting of stockholders (the "Annual Meeting"), completing his retirement from the Company. The Board has elected Timothy J. Naughton, the Company's Chief Executive Officer, to serve as Chairman of the Board and CEO, effective immediately following the Annual Meeting.

Attached as Exhibit 99.1 is the press release the Company issued regarding Mr. Blair's pending retirement and the appointment of Mr. Naughton as Chairman of the Board.

(e) In consideration of the significant efforts and accomplishments associated with the Company's acquisition of 40% of the assets of Archstone Enterprise LP, on March 13, 2013, the Board approved special grants of restricted stock and employee stock options under the Company's 2009 Stock Option and Incentive Plan to the following "named executive officers," as defined in the Company's most recent proxy statement:

	<u>Restricted Stock(1)</u>	<u>Stock Options(2)</u>
Timothy J. Naughton	10,569	26,634
Thomas J. Sargeant	2,642	6,659
Leo S. Horey	1,972	5,044

(1) 20% of the shares vest on April 1, 2013, and the remaining 80% vest in four annual installments beginning on March 1, 2014.

(2) These options vest in three annual installments beginning on March 13, 2014.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of AvalonBay Communities, Inc. dated March 18, 2013.

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

AVALONBAY COMMUNITIES, INC.

March 18, 2013

By: /s/ Thomas J. Sargeant
Name: Thomas J. Sargeant
Title: Chief Financial Officer

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EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release of AvalonBay Communities, Inc. dated March 18, 2013.

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Contact: Jason Reilley
Director
Investor Relations
AvalonBay Communities, Inc.
703-317-4681

For Immediate Release

AVALONBAY COMMUNITIES ANNOUNCES MAY 22, 2013, RETIREMENT OF BRYCE BLAIR FROM THE BOARD; TIMOTHY J. NAUGHTON APPOINTED TO SUCCEED AS CHAIRMAN

Arlington, VA (March 18, 2013) — **AvalonBay Communities, Inc. (NYSE: AVB)** announced today that Bryce Blair, Chairman of the Board, has decided not to stand for re-election at the May 22, 2013 Annual Meeting of Stockholders (the “Annual Meeting”). This will complete Mr. Blair’s retirement from the Company. The Company also announced that its Board of Directors has appointed Timothy J. Naughton, the Company’s Chief Executive Officer, to serve in the additional capacity as Chairman of the Board, effective upon Mr. Naughton’s re-election to the Board at the Annual Meeting.

Mr. Blair said, “I have been with AvalonBay for over 25 years. It has been tremendously rewarding for me to see the Company grow during that time into a nationally recognized leader in our industry that has served all of our stakeholders well — shareholders, residents, associates and the neighborhoods in which we build and operate our communities. With the recently completed purchase of over six billion dollars of assets from Archstone Communities, I look forward to watching AvalonBay as it begins a new phase in its successful history.”

“During Bryce’s tenure as CEO of the Company, the Company focused its strategy and excelled in its execution. It has been a privilege to work with Bryce and learn from him, and we will miss having him as a colleague,” said Mr. Naughton.

“Bryce was instrumental in helping AvalonBay build one of the most talented and experienced real estate management teams,” added Lance Primis, the Company’s Lead Independent Director. “The Board thanks Bryce for his many years of dedicated service to the Company. We are confident that, with the additional role of Chairman, Tim will help guide the Company to continued growth and success.”

About AvalonBay Communities

As of March 1, 2013, including the effect of the Archstone transaction that occurred during the first quarter, the Company owned or held an interest in 273 apartment communities containing 81,970 apartment homes in twelve states and the District of Columbia, of which 28 communities were under construction and five communities were under reconstruction. AvalonBay is in the business of developing, redeveloping, acquiring, and managing apartment communities in high barrier-to-entry markets of the United States. More information on AvalonBay, an S&P 500 listed company, may be found on AvalonBay's website at <http://www.avalonbay.com>.
