

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden hours per response: 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* BLAIR BRYCE			2. Issuer Name and Ticker or Trading Symbol AVALONBAY COMMUNITIES INC [AVB]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO and President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/26/2004			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O AVALONBAY COMMUNITIES, INC. 2900 EISENHOWER AVE., SUITE 300			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) ALEXANDRIA VA 22314								
(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	(A) or (D)	Price			
Common Stock, par value \$.01 per share	10/26/2004		M		15,000	A	\$38.1524	164,499.089 ⁽¹⁾	D	
Common Stock, par value \$.01 per share	10/26/2004		S		600	D	\$65.26	163,899.089 ⁽¹⁾	D	
Common Stock, par value \$.01 per share	10/26/2004		S		2,900	D	\$65.12	160,999.089 ⁽¹⁾	D	
Common Stock, par value \$.01 per share	10/26/2004		S		3,000	D	\$65.11	157,999.089 ⁽¹⁾	D	
Common Stock, par value \$.01 per share	10/26/2004		S		3,000	D	\$65.19	154,999.089 ⁽¹⁾	D	
Common Stock, par value \$.01 per share	10/26/2004		S		3,000	D	\$65.16	151,999.089 ⁽¹⁾	D	
Common Stock, par value \$.01 per share	10/26/2004		S		2,400	D	\$65.15	149,599.089 ⁽¹⁾	D	
Common Stock, par value \$.01 per share	10/26/2004		S		100	D	\$65.13	149,499.089 ⁽¹⁾	D	
Common Stock, par value \$.01 per share	10/26/2004		G	V	300	D	\$0.00 ⁽²⁾	149,199.089 ⁽¹⁾	D	
Common Stock, par value \$.01 per share	10/26/2004		G	V	300	A	\$0.00 ⁽²⁾	735	I	Held in trust for minor children
Common Stock, par value \$.01 per share	10/26/2004		S		200	D	\$65.5	535	I	Held in trust for minor children

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Options (Right to Buy)	\$38.1524	10/26/2004		M			15,000	10/29/1998 ⁽³⁾	10/29/2007	Common Stock	15,000	\$0.00 ⁽³⁾	457,061 ⁽⁴⁾	D	

Explanation of Responses:

- The amount of securities owned following the reported transaction reflects direct ownership of all shares of common stock, including restricted shares.
- Reflects gift of 300 shares of common stock from directly held shares to accounts held in trust for the benefit of minor children.
- The options exercised were included in options granted on October 29, 1997 which became exercisable in three equal annual installments beginning on October 29, 1998.
- The number of derivative securities beneficially owned following the reported transaction includes options with varying exercise prices and vesting dates. Following the reported transaction, the reporting person continues to hold 61,649 options that expire on October 29, 2007 with an exercise price of \$38.1524.

Remarks:

Edward M. Schulman, as attorney-in-fact under Power of Attorney, 10/28/2004 dated January 1, 2000

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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