

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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

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|---|---|--|
| 1. Name and Address of Reporting Person <u>HEALY JOHN J JR</u> (Last) (First) (Middle) C/O AVALONBAY COMMUNITIES, INC. 2900 EISENHOWER AVE., SUITE 300 (Street) ALEXANDRIA VA 22314 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>AVALONBAY COMMUNITIES INC [AVB]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 01/04/2004 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 01/04/2005 | | M | | 10,000 | A | \$36.125 | 26,741.834 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 01/04/2005 | | M | | 10,000 | A | \$36 | 36,741.834 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 01/04/2005 | | M | | 10,000 | A | \$40.5 | 46,741.834 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 01/04/2005 | | M | | 7,000 | A | \$44.35 | 53,741.834 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 01/04/2005 | | M | | 7,000 | A | \$46.36 | 60,741.834 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 01/04/2005 | | M | | 7,000 | A | \$43.14 | 67,741.834 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 01/04/2004 | | S | | 10,000 | D | \$74.75 | 57,741.834 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 01/04/2005 | | S | | 9,500 | D | \$73.9 | 48,241.834 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 01/04/2005 | | S | | 500 | D | \$73.93 | 47,741.834 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 01/04/2005 | | S | | 800 | D | \$74.47 | 46,941.834 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 01/04/2005 | | S | | 9,200 | D | \$74.45 | 37,741.834 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 01/04/2005 | | S | | 200 | D | \$74.97 | 37,541.834 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 01/04/2005 | | S | | 400 | D | \$74.95 | 37,141.834 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 01/04/2005 | | S | | 300 | D | \$74.22 | 36,841.834 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 01/04/2005 | | S | | 300 | D | \$74.21 | 36,541.834 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 01/04/2005 | | S | | 5,000 | D | \$73.85 | 31,541.834 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 01/04/2005 | | S | | 400 | D | \$73.74 | 31,141.834 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 01/04/2005 | | S | | 400 | D | \$74.2 | 30,741.834 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 01/04/2005 | | S | | 7,000 | D | \$74.2 | 23,741.834 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 01/04/2005 | | S | | 3,100 | D | \$74.25 | 20,641.834 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 01/04/2005 | | S | | 3,800 | D | \$73.73 | 16,841.834 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 01/04/2005 | | S | | 100 | D | \$74.2 | 16,741.834 ⁽¹⁾ | D | |

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 |
| Stock Options (Right to Buy) | \$36.125 | 01/04/2005 | | M | | | 10,000 | 06/11/1999 | 06/11/2008 | Common Stock | 10,000 | \$0.00 ⁽²⁾ | 41,000 ⁽³⁾ | D | |
| Stock Options (Right to Buy) | \$36 | 01/04/2005 | | M | | | 10,000 | 05/12/2000 | 05/12/2009 | Common Stock | 10,000 | \$0.00 ⁽⁴⁾ | 31,000 ⁽⁵⁾ | D | |

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|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Options (Right to Buy) | \$40.5 | 01/04/2005 | | M | | | 10,000 | 05/17/2001 | 05/17/2010 | Common Stock | 10,000 | \$0.00 ⁽⁶⁾ | 21,000 ⁽⁷⁾ | D | |
| Stock Options (Right to Buy) | \$44.35 | 01/04/2005 | | M | | | 7,000 | 05/15/2002 | 05/15/2011 | Common Stock | 7,000 | \$0.00 ⁽⁸⁾ | 14,000 ⁽⁹⁾ | D | |
| Stock Option (Right to Buy) | \$46.36 | 01/04/2005 | | M | | | 7,000 | 05/14/2003 | 05/14/2012 | Common Stock | 7,000 | \$0.00 ⁽¹⁰⁾ | 7,000 ⁽¹¹⁾ | D | |
| Stock Option (Right to Buy) | \$43.14 | 01/04/2005 | | M | | | 7,000 | 05/21/2004 | 05/21/2013 | Common Stock | 7,000 | \$0.00 ⁽¹²⁾ | 0 | D | |

Explanation of Responses:

1. The amount of securities owned following the reported transaction reflects direct ownership of all shares of common stock, including Deferred Stock Units ("Units"), which may be subject to vesting requirements. The Units will convert into common stock on a one for one basis when the reporting person ceases to be an employee or director of the issuer.
2. The options exercised were included in options granted on June 11, 1998 under the issuer's Stock Option and Incentive Plan.
3. The number of derivative securities beneficially owned following the reported transaction includes options granted in prior periods with varying exercise prices and vesting dates. Following the reported transaction the reporting person holds no more options that expire on June 11, 2008 with an exercise price of \$36.125.
4. The options exercised were included in options granted on May 12, 1999 under the issuer's Stock Option and Incentive Plan.
5. The number of derivative securities beneficially owned following the reported transaction includes options granted in prior periods with varying exercise prices and vesting dates. Following the reported transaction the reporting person holds no more options that expire on May 12, 2009 with an exercise price of \$36.00.
6. The options exercised were included in options granted on May 17, 2000 under the issuer's Stock Option and Incentive Plan.
7. The number of derivative securities beneficially owned following the reported transaction includes options granted in prior periods with varying exercise prices and vesting dates. Following the reported transaction the reporting person holds no more options that expire on May 17, 2010 with an exercise price of \$40.50.
8. The options exercised were included in options granted on May 15, 2001 under the issuer's Stock Option and Incentive Plan.
9. The number of derivative securities beneficially owned following the reported transaction includes options granted in prior periods with varying exercise prices and vesting dates. Following the reported transaction the reporting person holds no more options that expire on May 15, 2011 with an exercise price of \$44.35.
10. The options exercised were included in options granted on May 14, 2002 under the issuer's Stock Option and Incentive Plan.
11. The number of derivative securities beneficially owned following the reported transaction includes options granted in various periods with varying exercise prices and vesting dates. Following the reported transaction the reporting person holds no more options that expire on May 14, 2012 with an exercise price of \$46.36.
12. The options exercised were included in options granted on May 21, 2003 under the issuer's Stock Option and Incentive Plan.

Remarks:

By Edward M. Schulman under
Power of Attorney dated January 01/05/2005
27, 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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