

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**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* <u>MEYER GILBERT M</u>  (Last) (First) (Middle) <u>C/O AVALONBAY COMMUNITIES, INC.</u> <u>2900 EISENHOWER AVE., SUITE 300</u>  (Street) <u>ALEXANDRIA VA 22314</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AVALONBAY COMMUNITIES INC [ AVB ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>01/19/2007</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	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)  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
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**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	01/19/2007		M		25,000	A	\$37.9375	1,152,042.448 <sup>(1)</sup>	D	
Common Stock, par value \$.01 per share	01/19/2007		S		11,100	D	\$141.74	1,140,942.448 <sup>(1)</sup>	D	
Common Stock, par value \$.01 per share	01/19/2007		S		2,000	D	\$141.75	1,138,942.448 <sup>(1)</sup>	D	
Common Stock, par value \$.01 per share	01/19/2007		S		1,000	D	\$141.8	1,137,942.448 <sup>(1)</sup>	D	
Common Stock, par value \$.01 per share	01/19/2007		S		200	D	\$141.83	1,137,742.448 <sup>(1)</sup>	D	
Common Stock, par value \$.01 per share	01/19/2007		S		500	D	\$141.85	1,137,242.448 <sup>(1)</sup>	D	
Common Stock, par value \$.01 per share	01/19/2007		S		2,000	D	\$142	1,135,242.448 <sup>(1)</sup>	D	
Common Stock, par value \$.01 per share	01/19/2007		S		1,100	D	\$142.03	1,134,142.448 <sup>(1)</sup>	D	
Common Stock, par value \$.01 per share	01/19/2007		S		500	D	\$142.04	1,133,642.448 <sup>(1)</sup>	D	
Common Stock, par value \$.01 per share	01/19/2007		S		200	D	\$142.09	1,133,442.448 <sup>(1)</sup>	D	
Common Stock, par value \$.01 per share	01/19/2007		S		300	D	\$142.11	1,133,142.448 <sup>(1)</sup>	D	
Common Stock, par value \$.01 per share	01/19/2007		S		1,200	D	\$142.13	1,131,942.448 <sup>(1)</sup>	D	
Common Stock, par value \$.01 per share	01/19/2007		S		300	D	\$142.14	1,131,642.448 <sup>(1)</sup>	D	
Common Stock, par value \$.01 per share	01/19/2007		S		300	D	\$142.18	1,131,342.448 <sup>(1)</sup>	D	
Common Stock, par value \$.01 per share	01/19/2007		S		300	D	\$142.19	1,131,042.448 <sup>(1)</sup>	D	
Common Stock, par value \$.01 per share	01/19/2007		S		1,100	D	\$142.2	1,129,942.448 <sup>(1)</sup>	D	
Common Stock, par value \$.01 per share	01/19/2007		S		600	D	\$142.22	1,129,342.448 <sup>(1)</sup>	D	
Common Stock, par value \$.01 per share	01/19/2007		S		200	D	\$142.23	1,129,142.448	D	
Common Stock, par value \$.01 per share	01/19/2007		S		1,300	D	\$142.25	1,127,842.448	D	
Common Stock, par value \$.01 per share	01/19/2007		S		800	D	\$142.3	1,127,042.448	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	Amount or Number of Shares				
Employee Stock Options (Right to Buy)	\$37.9375	01/19/2007		M			25,000	01/30/1999 <sup>(2)</sup>	01/30/2008	Common Stock	25,000	\$0.00 <sup>(2)</sup>	217,400 <sup>(3)</sup>	D	

**Explanation of Responses:**

1. The amount of securities owned following the reported transaction reflects direct ownership of all shares of common stock, including Units, which may be subject to vesting requirements.
2. The options exercised were included in options granted under the issuer's stock option and incentive plan on January 30, 1998, which became exercisable in four equal installments beginning January 30, 1999.
3. 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 75,000 more options that expire on January 30, 2008 with an exercise price of \$37.9375.

**Remarks:**

By Edward M. Schulman under  
Power of Attorney dated January 1, 01/22/2007  
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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