

**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>SARGEANT THOMAS J</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVPand CFO
	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2007	
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	02/13/2007		M		5,471	A	\$50.6	123,773.401 <sup>(1)</sup>	D	
Common Stock, par value \$.01 per share	02/13/2007		S		5,471	D	\$145.7264	118,302.401 <sup>(1)</sup>	D	
Common Stock, par value \$.01 per share	02/13/2007		M		4,529	A	\$69.95	122,831.401 <sup>(1)</sup>	D	
Common Stock, par value \$.01 per share	02/13/2007		S		4,529	D	\$145.7264	118,302.401 <sup>(1)</sup>	D	
Common Stock, par value \$.01 per share								1,352 <sup>(2)</sup>	I	Owned by spouse

**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)	\$145.7264	02/13/2007		M			5,471	02/12/2005 <sup>(3)</sup>	02/12/2014	Common Stock	5,471	\$0.00 <sup>(3)</sup>	206,807 <sup>(4)</sup>	D	
Employee Stock Options (Right to Buy)	\$145.7264	02/13/2007		M			4,529	02/11/2006 <sup>(5)</sup>	02/11/2015	Common Stock	4,529	\$0.00 <sup>(5)</sup>	202,278 <sup>(6)</sup>	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.
- No transaction is reported. The amount of securities owned indirectly following the reported transaction is included for information purposes only.
- The options exercised were included in options granted on February 12, 2004 which became exercisable in three equal annual installments, beginning on February 12, 2005.
- 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 15,726 more options that expire on February 12, 2014 with an exercise price of \$50.60.
- The options exercised were included in options granted on February 11, 2005 which became exercisable in three equal annual installments, beginning on February 11, 2006.
- 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 58,908 more options that expire on February 11, 2015 with an exercise price of \$69.95.

**Remarks:**

Edward M. Schulman, as attorney-in-fact under Power of Attorney, dated January 1, 2000 02/15/2007

\*\* 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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