

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>08/06/2008</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 |
|---|--|---|

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 | 08/06/2008 | | M | | 12,000 | A | \$32 | 1,169,203.521 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 08/06/2008 | | M | | 13,000 | A | \$33.75 | 1,182,203.521 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 08/06/2008 | | S | | 24,900 | D | \$101 | 1,157,303.521 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 08/06/2008 | | S | | 100 | D | \$101.02 | 1,157,203.521 ⁽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 | Amount or Number of Shares | | | | |
| Stock Options (Right to Buy) | \$32 | 08/06/2008 | | M | | | 12,000 | 02/17/2000 ⁽²⁾ | 02/17/2009 | Common Stock | 12,000 | \$0.00 ⁽²⁾ | 0 ⁽³⁾ | D | |
| Stock Options (Right to Buy) | \$33.75 | 08/06/2008 | | M | | | 13,000 | 02/28/2001 ⁽⁴⁾ | 02/28/2010 | Common Stock | 12,900 | \$0.00 ⁽⁴⁾ | 46,400 ⁽⁵⁾ | D | |

Explanation of Responses:

- The amount of securities owned following the reported transaction reflects direct ownership of all shares of common stock, including Deferred Units, which convert to common stock on a one for one basis when the reporting person ceases to be an employee or director of the issuer.
- The options exercised were included in options granted under the issuer's stock option and incentive plan on February 17, 1999 which became exercisable in three equal installments beginning on February 17, 2000.
- Following the reported transaction, the reporting person holds 80,400 options to purchase the issuer's common stock granted on various dates and with varying exercise prices and vesting dates.
- The options exercised were included in options granted under the issuer's stock option and incentive plan on February 28, 2000 which became exercisable in three equal installments beginning on February 28, 2001.
- Following the reported transaction, the reporting person holds 67,400 options to purchase the issuer's common stock granted on various dates and with varying exercise prices and vesting dates.

Remarks:

By Edward M. Schulman under
Power of Attorney dated January 1, 08/08/2008
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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.