

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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|--|-----------|
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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*<br><u>Shea Keri A</u><br><br>(Last) (First) (Middle)<br>C/O AVALONBAY COMMUNITIES, INC.<br>2900 EISENHOWER AVE., SUITE 300<br><br>(Street)<br>ALEXANDRIA VA 22314<br><br>(City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year)<br>07/13/2009 | 3. Issuer Name and Ticker or Trading Symbol<br><u>AVALONBAY COMMUNITIES INC [ AVB ]</u>   |  |
|  |   | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>VP-Finance and Treasurer | 5. If Amendment, Date of Original Filed (Month/Day/Year) |
|  |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person    |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4)         | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Common Stock, par value \$.01 per share | 2,483 <sup>(1)</sup>                                  | D  |   |

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
|  | Date Exercisable   | Expiration Date |   |  |  |   |
| Employee Stock Options (Right to Buy)      | 02/08/2008 <sup>(2)</sup>                                | 02/08/2017      | Common Stock  | 2,386 <sup>(3)</sup>                                   | 143.34   | D   |
| Employee Stock Options (Right to Buy)      | 02/11/2009 <sup>(4)</sup>                                | 02/11/2018      | Common Stock  | 3,332 <sup>(3)</sup>                                   | 86.4   | D   |
| Employee Stock Options (Right to Buy)      | 02/11/2010 <sup>(5)</sup>                                | 02/11/2019      | Common Stock  | 2,787 <sup>(3)</sup>                                   | 48.6   | D   |

**Explanation of Responses:**

- Includes restricted shares granted under the Company's Stock Incentive Plan, a portion of which are subject to vesting.
- These options were granted on 02/08/07 and became exercisable in three equal annual installments beginning 02/08/08.
- The reporting person holds a total of 8,505 options to purchase the issuer's common stock granted on various dates with varying exercise prices and vesting dates.
- These options were granted on 02/11/08 and became exercisable in three equal annual installments beginning 02/11/09.
- These options were granted on 02/11/09 and became exercisable in three equal annual intstallments beginning 02/11/2010.

**Remarks:**

Catherine T. White, as attorney-in-fact under Power of Attorney dated 07/17/2009 July 13, 2009

\*\* 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 5 (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.

LIMITED POWER OF ATTORNEY FOR  
AVALONBAY COMMUNITIES, INC.  
SECTION 16(a) FILINGS

Know all by these presents, that the undersigned hereby constitutes and appoints each of Thomas J. Sargeant, Catherine T. White, and Edward M. Schulman, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of AvalonBay Communities, Inc. (the "Company"), Forms 3, 4, and 5 and amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 or amendment thereto and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority; and

(3) Take any other action of any type whatsoever which, in the opinion of such attorney-in-fact, may be necessary or desirable in connection with the foregoing authority, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transaction in securities of the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of July, 2009.

/s/ Keri A. Shea

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Keri A. Shea