

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

|   |           |
|---|-----------|
| OMB Number:                                     | 3235-0104 |
| Estimated average burden<br>hours per response: | 0.5       |

|  |   |   |   |
|--|---|---|---|
| 1. Name and Address of Reporting Person*<br><u>McLaughlin William M</u><br><br>(Last) (First) (Middle)<br><u>C/O AVALONBAY COMMUNITIES, INC.</u><br><u>2900 EISENHOWER AVENUE</u><br><br>(Street)<br><u>ALEXANDRIA VA</u> <u>22314</u><br><br>(City) (State) (Zip) | 2. Date of Event Requiring<br>Statement (Month/Day/Year)<br><u>02/10/2010</u> | 3. Issuer Name and Ticker or Trading Symbol<br><u>AVALONBAY COMMUNITIES INC [ AVB ]</u>   |   |
|  |   | 4. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br>X Officer (give title below) Other (specify below)<br><u>Executive Vice President</u> | 5. If Amendment, Date of Original Filed<br>(Month/Day/Year)<br><u>02/22/2010</u><br><br>6. Individual or Joint/Group Filing (Check<br>Applicable Line)<br>X Form filed by One Reporting Person<br>Form filed by More than One Reporting<br>Person |

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

| 1. Title of Security (Instr. 4)         | 2. Amount of Securities<br>Beneficially Owned (Instr. 4) | 3. Ownership<br>Form: Direct (D) or<br>Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr.<br>5) |
|---|--|--|--|
| Common Stock, Par Value \$.01 per share | 42,335.34 <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<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of Securities Underlying<br>Derivative Security (Instr. 4) |                                     | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|--|--|--------------------|--|-------------------------------------|--|--|---|
|  | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of Shares |  |  |   |
| Employee Stock Options (Right to Buy)      | 02/11/2011   | 02/11/2020         | Common Stock   | 0 <sup>(2)</sup>                    | 74.2   | D  |   |

**Explanation of Responses:**

1. Includes restricted shares granted under the Company's Stock Incentive Plan, a portion of which are subject to vesting. The original Form 3 erroneously indicated that the reporting person owned 46,419.340 as of the date he became a reporting person.
2. The original Form 3 erroneously indicated that the reporting person held 6,459 options as of the date he became a reporting person. The option award originally reported was granted on the next day (02/11/2010).

**Remarks:**

Catherine T. White, as attorney-in-  
fact under Power of Attorney dated 03/03/2010  
February 22, 2010.

\*\* 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.