## FORM 5

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Vashington D.C. 20549

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OMB Number:	3235-0362
Estimated average burden	
hours per response:	1.0

#### Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person* SCHULMAN EDWARD M			2. Issuer Name and Ticker or Trading Symbol AVALONBAY COMMUNITIES INC [ AVB ]	Relationship of Reporting Person(s) to Issuer (Check all applicable)						
				Director	10% Owner					
(Loot)	(Firet)	(Middle)		X Officer (give title below)	Other (specify below)					
(Last) (First) (Middle)			3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)	SVP-Gener	al Counsel					
C/O AVALONBAY COMMUNITIES, INC.			12/31/2010							
BALLSTON TO	WER, 671 N. GL	EBE RD.,								
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filin	g (Check Applicable Line)					
ARLINGTON	VA	22203		X Form filed by One Re	porting Person					
			Form filed by More th	an One Reporting Person						
(City)	(State)	(Zip)								

#### 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	3. Transaction Code (Instr.	4. Securities Acquir (Instr. 3, 4 and 5)	ed (A) or D	Disposed Of (D)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial
		(Month/Day/Year)	''	Amount	(A) or (D)	Price	at end of Issuer's Fiscal Year (Instr. 3 and 4)		Ownership (Instr. 4)
Common Stock, par value \$.01 per share	12/03/2010		G	200	D	\$0.00(1)	6,919.103 <sup>(2)</sup>	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)			Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Securities Beneficially Owned Following	Ownership Form:	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Reported Transaction(s) (Instr. 4)			

#### **Explanation of Responses:**

- 1. Reflects gift of 200 shares.
- 2. The amount of securities held following the reported transaction reflects direct ownership of all shares of common stock, including restricted shares.

### Remarks:

By Catherine T. White, attorneyin-fact, under Power of Attorney dated January 23, 2009

\*\* Signature of Reporting Person

01/31/2011

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $Note: File three \ copies \ of \ this \ Form, \ one \ of \ which \ must \ be \ manually \ signed. \ If \ space \ is \ insufficient, \ see \ Instruction \ 6 \ for \ procedure.$ 

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.

 $<sup>^{\</sup>star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).