SEC Form 5

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FORM 5

Form 3 Holdings Reported.

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

Form 4 Transactions	Reported.	FI	or Section 30(h) of the Investment Company Act of 1934				
1. Name and Address <u>McLaughlin W</u>	1 0		2. Issuer Name and Ticker or Trading Symbol <u>AVALONBAY COMMUNITIES INC</u> [AVB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below)			
	(First) Y COMMUNITIES, /ER, 671 N. GLEBE		3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2011	below) below) Executive Vice President			
(Street) ARLINGTON VA 22203		22203	4. If Amendment, Date of Original Filed (Month/Day/Year)	(Check Applicable Line) orting Person n 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)		3. Transaction Code (Instr.	4. Securities Acquir (Instr. 3, 4 and 5)	ed (A) or I	Disposed Of (D)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial
			8)	Amount	(A) or (D)	Price	at end of Issuer's Fiscal Year (Instr. 3 and 4)	(I) (Instr. 4)	Ownership (Instr. 4)
Common Stock, par value \$.01 per share	12/07/2011		G	1,200	D	\$0.00 ⁽¹⁾	59,896.5959 ⁽²⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(3-, P,,,,														
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)	Code (Instr.			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)			derivative Securities Beneficially Owned Following	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	- Reported Transaction((Instr. 4)	Transaction(s)		

Explanation of Responses:

1. Reflects gift of 1,200 shares.

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

Remarks:

Catherine T. White, as attorney-in-

02/03/2012 fact under Power of Attorney dated

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 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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