

**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

|   |   |  |
|---|---|--|
| <b>1. Name and Address of Reporting Person*</b><br><u>Breslin Sean J.</u><br><br>(Last) (First) (Middle)<br><u>C/O AVALONBAY COMMUNITIES, INC.</u><br><u>BALLSTON TOWER, 671 N. GLEBE ROAD</u><br><br>(Street)<br><u>ARLINGTON VA 22203</u><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>AVALONBAY COMMUNITIES INC [ AVB ]</u><br><br><b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>02/13/2013</u><br><br><b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br>Director 10% Owner<br>X Officer (give title below) Other (specify below)<br><u>Executive Vice President</u><br><br><b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br>X Form filed by One Reporting Person<br>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 | 02/13/2013                           |  | A                              |   | 3,374   | A          | \$0.00 <sup>(1)</sup> | 18,941.7767 <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) |   | 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 |  |  |   |  |
| Employee Stock Options (Right to Buy)      | \$130.23   | 02/13/2013                           |  | A                              |   | 7,644  |     | 02/13/2014 <sup>(3)</sup>                                | 02/13/2023      | Common Stock  | 7,644                      | \$0.00 <sup>(4)</sup>                      | 7,644 <sup>(5)</sup>   | D   |  |

**Explanation of Responses:**

1. Reflects grant of shares of restricted stock under the Company's Stock Option and Incentive Plan, which shares are subject to vesting requirements.
2. The amount of securities owned following the reported transaction reflects direct ownership of all shares of common stock, including restricted stock.
3. These options vest in three annual installments, with the first installment vesting on 2/13/2014.
4. Reflects grant of options under the Company's Stock Option and Incentive Plan.
5. Following the reported transaction, the reporting person holds a total of 26,935 options to purchase the issuer's common stock granted on various dates and with varying exercise prices and vesting dates.

**Remarks:**

Catherine T. White, as attorney-in-fact under Power of Attorney dated 02/15/2013 May 26, 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 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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