SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
McLaughlin William M	AVALONBAY COMMUNITIES INC [AVB]	Director 10% Owner X Officer (give title below) Other (specify below) Executive Vice President
(Last) (First) (Middle) C/O AVALONBAY COMMUNITIES, INC. 4040 WILSON BOULEVARD, STE. 1000	3. Date of Earliest Transaction (Month/Day/Year) 02/25/2021	
(Street) ARLINGTON VA 22203	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than 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 (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	02/25/2021		A		2,768[1]	A	$0.00	51,800.259[2]	D	
Common Stock, par value $.01 per share								3,060[3]	I	Held by, for, or in trust for children

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)	$180.32	02/25/2021		A		8,729[4]		03/01/2023[5]	02/25/2031	Common Stock	8,729	$0.00	8,729	D	

Explanation of Responses:

1. Reflects grant of shares of restricted stock under the Company's Second Amended and Restated 2009 Equity 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 shares.

3. No transaction is reported. The amount of securities owned indirectly following the reported transaction is included for information purposes only.

4. Reflects grant of options under the Company's Second Amended and Restated 2009 Equity Incentive Plan.

5. These options cliff vest 100% on 3/1/2023.

Remarks:

Catherine T. White, as attorney-in-fact under Power of Attorney dated February 22, 2010.   03/01/2021

** Signature of Reporting Person   Date