

AVALONBAY COMMUNITIES INC

Form 4

November 05, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SCHULMAN EDWARD M2. Issuer Name and Ticker or Trading  
Symbol  
AVALONBAY COMMUNITIES  
INC [AVB]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O AVALONBAY  
COMMUNITIES,  
INC., BALLSTON TOWER, 671 N.  
GLEBE RD.,3. Date of Earliest Transaction  
(Month/Day/Year)  
11/03/2014☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
EVP-General Counsel(Street)  
ARLINGTON, VA 222034. If Amendment, Date Original  
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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)
Common Stock, par value \$.01 per share	11/03/2014		M	9,709 A \$ 143.34	22,656.7385 (1)	D	
Common Stock, par value \$.01 per share	11/03/2014		M	4,598 A \$ 115.83	27,254.7385 (1)	D	
	11/03/2014		S	14,307 D		D	

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Common Stock, par value \$.01 per share \$ 12,947.7385  
157.628 <sup>(1)</sup>  
(2)

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

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to Buy)	\$ 143.34	11/03/2014		M	9,709	02/08/2008 <sup>(3)</sup> 02/08/2017	Common Stock 9,709
Stock Options (Right to Buy)	\$ 115.83	11/03/2014		M	4,598	02/16/2012 <sup>(4)</sup> 02/16/2021	Common Stock 4,598

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

SCHULMAN EDWARD M  
C/O AVALONBAY COMMUNITIES, INC.  
BALLSTON TOWER, 671 N. GLEBE RD.,  
ARLINGTON, VA 22203

EVP-General Counsel

## Signatures

Catherine T. White, as attorney-in-fact under Power of Attorney dated February 23, 2009

11/05/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) The amount of securities owned following the reported transaction reflects direct ownership of all shares of common stock, including restricted shares.

This transaction was executed in multiple trades at prices ranging from \$157.58 to \$157.83. The price reported above reflects the
- (2) weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) The options exercised were included in options granted under the issuer's stock option and incentive plan on February 08, 2007 which became exercisable in three equal installments beginning on February 08, 2008.
- (4) The options exercised were included in options granted under the issuer's stock option and incentive plan on February 16, 2011 which became exercisable in three equal installments beginning on February 16, 2012.
- (5) Following the reported transaction, the reporting person holds a total of 14,093 options to purchase the issuer's common stock granted on various dates and with varying exercise prices and vesting dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.