AVALONBAY COMMUNITIES INC

Form 4

value \$.01

per share

February 18, 2014

FORM	1 /						APPROVAL		
IONIV	UNITED S		RITIES AND EXAMPLE		COMMISSION	OMB Number:	3235-0287		
Check the if no long	rer					Expires:	January 31, 2005		
subject to Section 1 Form 4 o Form 5	6. r	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							
obligation may cont <i>See</i> Instru 1(b).	ns inue. Section 17(a	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 I	Responses)								
McLaughlin William M Symbol			er Name and Ticker ONBAY COMM		5. Relationship of Reporting Person(s) to Issuer				
	INC [AVB]				(Che	eck all applicab	ole)		
(Last)	, , ,	(Month/Day/Year)					% Owner ther (specify		
C/O AVALO COMMUNI INC., BALI GLEBE RO	TIES, LSTON TOWER,	02/13/2 671 N.	2014			tive Vice Presi	dent		
A DI INCTO	(Street) ON, VA 22203		endment, Date Origi onth/Day/Year)	nal	6. Individual or J Applicable Line) _X_ Form filed by Form filed by	One Reporting	Person		
					Person				
(City)	(State)	(Zip) Tab	ole I - Non-Derivativ	e Securities A	cquired, Disposed	of, or Benefici	ally Owned		
1.Title of Security (Instr. 3)		Month/Day/Year) Execution Date, if TransactionA		ed of (D) 3, 4 and 5)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
			Code V Amou	or nt (D) Price	(Instr. 3 and 4)				
Common Stock, par value \$.01 per share	02/13/2014		A 5,672	A \$0	52,124.259 (2)	D			
Common Stock, par					1,160 (3)	I	Held by children in household		

1,160 (3)

or in trust

for children

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

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	•	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionN	umber	Expiration D	ate	Amou	int of	Derivative	
Security	or Exercise		any	Code	of	f	(Month/Day/	Year)	Under	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	3) D	erivative	e		Secur	ities	(Instr. 5)	
	Derivative				Se	ecurities			(Instr.	3 and 4)		
	Security				A	cquired						
					(A	A) or						
					D	isposed						
					of	f (D)						
					(I	nstr. 3,						
					4,	and 5)						
										Amount		
										Amount		
							Date	Expiration	Ti+la	Or		
							Exercisable	Date	ritte	Number		
				C- 1-	3 7 ()	A) (D)				of		
				Code	V (F	A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McLaughlin William M C/O AVALONBAY COMMUNITIES, INC. BALLSTON TOWER, 671 N. GLEBE ROAD ARLINGTON, VA 22203

Executive Vice President

Signatures

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

02/18/2014

**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) 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 shares.
- (3) No transaction is reported. The amount of securities owned indirectly following the reported transaction is included for information purposes only.

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

Reporting Owners 2

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