

AVALONBAY COMMUNITIES INC
 Form 4
 May 11, 2016

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

OMB APPROVAL

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Check this box 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 *
 NAUGHTON TIMOTHY J

2. 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)

3. Date of Earliest Transaction (Month/Day/Year)
 05/10/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

C/O AVALONBAY COMMUNITIES, INC., BALLSTON TOWER, 671 N. GLEBE ROAD

(Street)

4. 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

ARLINGTON, VA 22203

(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	03/04/2016		G	V 60 D \$ 0 ⁽¹⁾	148,798.1678 ⁽²⁾	D	
Common Stock, par value \$.01 per	05/10/2016		M	19,667 A \$ 143.34	168,465.1678 ⁽²⁾	D	

share

Common Stock, par value 05/10/2016 M 26,005 A \$ 86.4 194,470.1678⁽²⁾ D
\$.01 per share

Common Stock, par value 05/10/2016 M 15,015 A \$ 74.2 209,485.1678⁽²⁾ D
\$.01 per share

Common Stock, par value 05/10/2016 M 863 A \$ 115.83 210,348.1678⁽²⁾ D
\$.01 per share

Common Stock, par value 05/10/2016 F 1,048 D \$ 191 209,300.1678⁽²⁾ D
\$.01 per share

Common Stock, par value 05/10/2016 S 59,340 D \$ 190.9881⁽³⁾ 149,960.1678⁽²⁾ D
\$.01 per share

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

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(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 Security (Instr. 3 and 4)
	\$ 143.34	05/10/2016		M	19,667	02/08/2008 ⁽⁴⁾ 02/08/2017	Amount or Number of Shares 19,6

Employee Stock Options (Right to Buy)								Common Stock	
Employee Stock Options (Right to Buy)	\$ 86.4	05/10/2016	M	26,005	02/11/2009 ⁽⁵⁾	02/11/2018		Common Stock	26,0
Employee Stock Options (Right to Buy)	\$ 74.2	05/10/2016	M	15,015	02/11/2011 ⁽⁶⁾	02/11/2020		Common Stock	15,0
Employee Stock Options (Right to Buy)	\$ 115.83	05/10/2016	M	863	02/16/2012 ⁽⁷⁾	02/16/2021		Common Stock	863

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAUGHTON TIMOTHY J C/O AVALONBAY COMMUNITIES, INC. BALLSTON TOWER, 671 N. GLEBE ROAD ARLINGTON, VA 22203	X		Chairman & CEO	

Signatures

Catherine T. White, as attorney-in-fact under Power of Attorney dated January 29,
2009

05/11/2016

**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 gift of 60 shares.
- (2) The amount of securities owned following the reported transaction reflects direct ownership of all shares of common stock, including restricted shares.
- (3) This transaction was executed in multiple trades at prices ranging from \$190.75 to \$191.19. The price reported above reflects the 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.
- (4) The options exercised were included in options granted under the issuer's stock option and incentive plan on February 08, 2007, which become exercisable in three annual installments beginning on February 08, 2008.

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- (5) The options exercised were included in options granted under the issuer's stock option and incentive plan on February 11, 2008, which become exercisable in three annual installments beginning on February 11, 2009.
- (6) The options exercised were included in options granted under the issuer's stock option and incentive plan on February 11, 2010, which become exercisable in three annual installments beginning on February 11, 2011.
- (7) The options exercised were included in options granted under the issuer's stock option and incentive plan on February 16, 2011, which become exercisable in three annual installments beginning on February 16, 2012.
- (8) Following the reported transaction, the reporting person holds a total of 89,598 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.

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