

O'Shea Kevin P.
Form 3
January 04, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â O'Shea Kevin P.		(Month/Day/Year)	AVALONBAY COMMUNITIES INC [AVB]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
			(Check all applicable)	
671 N. GLEBE ROAD,Â SUITE 800			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Street)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
ARLINGTON,Â VAÂ 22203			(give title below)	(specify below)
(City)	(State)	(Zip)	Executive Vice President	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$.01 per share	2,726 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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	Expiration Date	Expiration Date	Amount or Number of Shares	Amount or Number of Shares	or Indirect (I) (Instr. 5)	
Employee Stock Options (Right to Buy)	02/08/2008 ⁽²⁾	02/08/2017	Common Stock	3,166 ⁽³⁾ \$ 143.34	D	Â
Employee Stock Options (Right to Buy)	02/11/2011 ⁽⁴⁾	02/11/2020	Common Stock	676 ⁽³⁾ \$ 74.2	D	Â
Employee Stock Options (Right to Buy)	02/16/2012 ⁽⁵⁾	02/16/2021	Common Stock	1,371 ⁽³⁾ \$ 115.83	D	Â
Employee Stock Options (Right to Buy)	02/16/2013 ⁽⁶⁾	02/16/2022	Common Stock	2,185 ⁽³⁾ \$ 132.95	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Shea Kevin P. 671 N. GLEBE ROAD SUITE 800 ARLINGTON, VA 22203	Â	Â	Â Executive Vice President	Â

Signatures

By Catherine T. White under
Power of Attorney dated as of 01/04/2013
December 13, 2012

 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Includes restricted shares granted under the Company's Stock Incentive Plan which are subject to vesting.
- (2) These options were granted on 02/08/2007 and became exercisable in three equal installments beginning 02/08/2008.
- (3) The reporting person holds a total of 7,398 options to purchase the issuer's common stock granted on various dates with varying exercise prices and vesting dates.
- (4) These options were granted on 02/11/2010 and became exercisable in three equal installments beginning 02/11/2011.
- (5) These options were granted on 02/16/2011 and became exercisable in three equal installments beginning 02/16/2012.
- (6) These options were granted on 02/16/2012 and became exercisable in three equal installments beginning 02/16/2013.

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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