

SCHULMAN EDWARD M

Form 4

February 12, 2007

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHULMAN EDWARD M

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)
C/O AVALONBAY
COMMUNITIES, INC., 2900
EISENHOWER AVE., SUITE 300
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2007

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP-General Counsel

ALEXANDRIA, VA 22314

4. If Amendment, Date 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, par value \$.01 per share	02/12/2007		M		3,990	A \$ 50.6	14,083.253 (1) D
Common Stock, par value \$.01 per share	02/12/2007		S		3,990	D \$ 143	10,093.253 (1) D
Common Stock, par	02/12/2007		M		7,468	A \$	17,561.253 (1) D
						69.95	

value \$.01
per share

Common
Stock, par
value \$.01
per share

02/12/2007

S

7,468

D

\$ 143

10,093.253
(1)

D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 50.6	02/12/2007		M	3,990	02/12/2005 ⁽²⁾ 02/12/2014	Common Stock	3,990
Employee Stock Options (Right to Buy)	\$ 69.95	02/12/2007		M	7,468	02/11/2006 ⁽⁴⁾ 02/11/2015	Common Stock	7,468

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCHULMAN EDWARD M
C/O AVALONBAY COMMUNITIES, INC.
2900 EISENHOWER AVE., SUITE 300
ALEXANDRIA, VA 22314

SVP-General Counsel

Signatures

/s/ Edward M.
Schulman

02/12/2007

__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.
- (2) The options exercised were included in options granted on February 12, 2004, which became exercisable in three equal annual installments beginning on February 12, 2005.

The number of derivative securities beneficially owned following the reported transaction includes options granted in prior periods with
(3) varying exercise prices and vesting dates. Following the reported transaction the reporting person holds 1976 options that expire on February 12, 2014 with an exercise price of \$50.60.
- (4) The options exercised were included in options granted on February 11, 2005 which became exercisable in three equal annual installments beginning on February 11, 2006.

The number of derivative securities beneficially owned following the reported transaction includes options granted in various periods
(5) with varying exercise prices and vesting dates. Following the reported transaction the reporting person holds 7,468 more options that expire on February 11, 2015 with an exercise price of \$69.95.

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.