

BLAIR BRYCE
Form 4
October 28, 2004

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 *
BLAIR BRYCE

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)
10/26/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President

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

(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

ALEXANDRIA, VA 22314

(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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, par value \$.01 per share | 10/26/2004 | | M | | 15,000 A \$ 38.1524 | 164,499.089 (1) | D |
| Common Stock, par value \$.01 per share | 10/26/2004 | | S | | 600 D \$ 65.26 | 163,899.089 (1) | D |
| Common Stock, par | 10/26/2004 | | S | | 2,900 D \$ 65.12 | 160,999.089 (1) | D |

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| | | | | | | | | |
|--|------------|-----|-------|---|----------|---------------------------|---|---|
| value \$.01 per share | | | | | | | | |
| Common Stock, par value \$.01 per share | 10/26/2004 | S | 3,000 | D | \$ 65.11 | <u>157,999.089</u> (1) | D | |
| Common Stock, par value \$.01 per share | 10/26/2004 | S | 3,000 | D | \$ 65.19 | <u>154,999.089</u> (1) | D | |
| Common Stock, par value \$.01 per share | 10/26/2004 | S | 3,000 | D | \$ 65.16 | <u>151,999.089</u> (1) | D | |
| Common Stock, par value \$.01 per share | 10/26/2004 | S | 2,400 | D | \$ 65.15 | <u>149,599.089</u> (1) | D | |
| Common Stock, par value \$.01 per share | 10/26/2004 | S | 100 | D | \$ 65.13 | <u>149,499.089</u> (1) | D | |
| Common Stock, par value \$.01 per share | 10/26/2004 | G V | 300 | D | \$ 0 (2) | <u>149,199.089</u> (1) | D | |
| Common Stock, par value \$.01 per share | 10/26/2004 | G V | 300 | A | \$ 0 (2) | 735 | I | Held in trust for minor children |
| Common Stock, par value \$.01 per share | 10/26/2004 | S | 200 | D | \$ 65.5 | 535 | I | Held in trust for minor children |

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.

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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|---------------------------------------|------------------------------|---|---|------------------------|--|--|--|
|---------------------------------------|------------------------------|---|---|------------------------|--|--|--|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|------------------------------------|------------------|------------|--|------|---|--------|-----|---------------------------|--------------------|-----------------|-------------------------------------|
| Employee Stock Options (Right to Buy) | \$ 38.1524 | 10/26/2004 | | | M | | 15,000 | | 10/29/1998 ⁽³⁾ | 10/29/2007 | Common Stock | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BLAIR BRYCE C/O AVALONBAY COMMUNITIES, INC. 2900 EISENHOWER AVE., SUITE 300 ALEXANDRIA, VA 22314 | X | | CEO and President | |

Signatures

| | |
|---|------------|
| Edward M. Schulman, as attorney-in-fact under Power of Attorney dated January 1, 2000 | 10/28/2004 |
| **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) Reflects gift of 300 shares of common stock from directly held shares to accounts held in trust for the benefit of minor children.
 - (3) The options exercised were included in options granted on October 29, 1997 which became exercisable in three equal annual installments beginning on October 29, 1998.
- The number of derivative securities beneficially owned following the reported transaction includes options with varying exercise prices
- (4) and vesting dates. Following the reported transaction, the reporting person continues to hold 61,649 options that expire on October 29, 2007 with an exercise price of \$38.1524.

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.