

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)
10/27/2004

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 Ownership (Instr. 4) |
|-----------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$.01 per share | 10/27/2004 | | M | | 15,000 | A | \$ 38.1524 |
| | | | | | | | 164,199.089 (1) |
| Common Stock, par value \$.01 per share | 10/27/2004 | | S | | 3,000 | D | \$ 65.73 |
| | | | | | | | 161,199.089 (1) |
| Common Stock, par | 10/27/2004 | | S | | 3,000 | D | \$ 65.7 |
| | | | | | | | 158,199.089 (1) |

value \$.01
per share

Common
Stock, par
value \$.01
per share

| | | | | | | |
|------------|---|-------|---|---------|---------------------------|---|
| 10/27/2004 | S | 3,000 | D | \$ 65.6 | <u>155,199.089</u> (1) | D |
|------------|---|-------|---|---------|---------------------------|---|

Common
Stock, par
value \$.01
per share

| | | | | | | |
|------------|---|-------|---|----------|---------------------------|---|
| 10/27/2004 | S | 6,000 | D | \$ 65.65 | <u>149,199.089</u> (1) | D |
|------------|---|-------|---|----------|---------------------------|---|

Common
Stock, par
value \$.01
per share

| | | |
|---------|---|-------------------------------------------|
| 535 (2) | 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 (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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| Employee Stock Options (Right to Buy) | \$ 38.1524 | 10/27/2004 | | 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. | X | | CEO and President | |

2900 EISENHOWER AVE., SUITE 300
ALEXANDRIA, VA 22314

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) No transaction is reported. The amount of securities owned following the reported transaction is included for information purposes only.
- (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.
- (4) The number of derivative securities beneficially owned following the reported transaction includes options with varying exercise prices and vesting dates. Following the reported transaction, the reporting person continues to hold 46,649 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.