

AVALONBAY COMMUNITIES INC
 Form 4
 November 12, 2004

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

OMB APPROVAL

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

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 *
 FULLER SAMUEL B

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)
 11/10/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice 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 | 11/10/2004 | | M | | 13,829 A \$ 38.1524 | 63,837 (1) | D |
| Common Stock, par value \$.01 per share | 11/10/2004 | | F | | 2,203 D \$ 68.09 | 61,634 (1) | D |
| Common Stock, par | 11/10/2004 | | M | | 27,500 A \$ 36.3125 | 89,134 (1) | D |

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| | | | | | | | |
|--|------------|---|--------|---|----------|------------------------|---|
| value \$.01 per share | | | | | | | |
| Common Stock, par value \$.01 per share | 11/10/2004 | M | 17,050 | A | \$ 32 | 106,184 ⁽¹⁾ | D |
| Common Stock, par value \$.01 per share | 11/10/2004 | S | 100 | D | \$ 67.95 | 106,084 ⁽¹⁾ | D |
| Common Stock, par value \$.01 per share | 11/10/2004 | S | 200 | D | \$ 67.96 | 105,884 ⁽¹⁾ | D |
| Common Stock, par value \$.01 per share | 11/10/2004 | S | 200 | D | \$ 67.97 | 105,684 ⁽¹⁾ | D |
| Common Stock, par value \$.01 per share | 11/10/2004 | S | 528 | D | \$ 67.98 | 105,156 ⁽¹⁾ | D |
| Common Stock, par value \$.01 per share | 11/10/2004 | S | 67,700 | D | \$ 68 | 37,456 ⁽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 Underlying Securities (Instr. 3 and 4) | | |
|---|--|---|---|--------------------------------------|--|--|--|-------|-------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Employee

Stock

| | | | | | | | | |
|------------------------|------------|------------|---|--------|---------------------------|------------|--------------|------|
| Options (Right to Buy) | \$ 38.1524 | 11/10/2004 | M | 13,829 | 10/29/1998 ⁽²⁾ | 10/29/2007 | Common Stock | 13,8 |
|------------------------|------------|------------|---|--------|---------------------------|------------|--------------|------|

Employee

Stock

| | | | | | | | | |
|------------------------|------------|------------|---|--------|---------------------------|------------|--------------|------|
| Options (Right to Buy) | \$ 36.3125 | 11/10/2004 | M | 27,500 | 06/05/1999 ⁽⁴⁾ | 06/05/2008 | Common Stock | 27,5 |
|------------------------|------------|------------|---|--------|---------------------------|------------|--------------|------|

Employee

Stock

| | | | | | | | | |
|------------------------|-------|------------|---|--------|---------------------------|------------|--------------|------|
| Options (Right to Buy) | \$ 32 | 11/10/2004 | M | 17,050 | 02/17/2000 ⁽⁶⁾ | 02/17/2009 | Common Stock | 17,0 |
|------------------------|-------|------------|---|--------|---------------------------|------------|--------------|------|

Reporting Owners

Reporting Owner Name / Address

Relationships

| | | | |
|----------|-----------|---------|-------|
| Director | 10% Owner | Officer | Other |
|----------|-----------|---------|-------|

FULLER SAMUEL B
C/O AVALONBAY COMMUNITIES, INC.
2900 EISENHOWER AVE., SUITE 300
ALEXANDRIA, VA 22314

Executive Vice President

Signatures

Edward M. Schulman under Power of Attorney dated January 1, 2000

11/11/2004

**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) 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.

(3) 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 holds no more options that expire on October 29, 2007 with an exercise price of \$38.1524.

(4) The options exercised were included in options granted on June 5, 1998 which became exercisable in three equal annual installments beginning on June 5, 1999.

(5) 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 holds no more options that expire on June 5, 2008 with an exercise price of \$36.3125.

(6) The options exercised were included in options granted on February 17, 1999, which became exercisable in three equal annual installments beginning on February 17, 2000.

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The number of derivative securities beneficially owned following the reported transaction includes options granted in prior periods with (7) varying exercise prices and vesting dates. Following the reported transaction the reporting person holds no more options that expire on February 17, 2009 with an exercise price of \$32.00.

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.