

AVALONBAY COMMUNITIES INC
 Form 4
 January 23, 2007

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 *
ROTHKOPF CHARLENE

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)
01/22/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President-HR

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 (A) or (D) Price			
Common Stock, par value \$.01 per share	01/22/2007		M	4,063 A \$ 50.6	19,544.22 ⁽¹⁾	D	
Common Stock, par value \$.01 per share	01/22/2007		S	300 D \$ 142.37	19,244.22 ⁽¹⁾	D	
Common Stock, par	01/22/2007		S	300 D \$ 142.39	18,944.22 ⁽¹⁾	D	

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value \$.01 per share Common Stock, par value \$.01 per share	01/22/2007	S	500	D	\$ 142.4	18,444.22 ⁽¹⁾	D
Common Stock, par value \$.01 per share	01/22/2007	S	300	D	\$ 142.41	18,144.22 ⁽¹⁾	D
Common Stock, par value \$.01 per share	01/22/2007	S	300	D	\$ 142.43	17,844.22 ⁽¹⁾	D
Common Stock, par value \$.01 per share	01/22/2007	S	400	D	\$ 142.44	17,444.22 ⁽¹⁾	D
Common Stock, par value \$.01 per share	01/22/2007	S	500	D	\$ 142.45	16,944.22 ⁽¹⁾	D
Common Stock, par value \$.01 per share	01/22/2007	S	500	D	\$ 142.46	16,444.22 ⁽¹⁾	D
Common Stock, par value \$.01 per share	01/22/2007	S	400	D	\$ 142.49	16,044.22 ⁽¹⁾	D
Common Stock, par value \$.01 per share	01/22/2007	S	563	D	\$ 142.51	15,481.22 ⁽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.

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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 of Underlying Securities (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)	\$ 50.6	01/22/2007	M				4,063		02/12/2005 ⁽²⁾	02/12/2014	Common Stock	4,063

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROTHKOPF CHARLENE C/O AVALONBAY COMMUNITIES, INC. 2900 EISENHOWER AVE., SUITE 300 ALEXANDRIA, VA 22314			Executive Vice President-HR	

Signatures

By Edward M. Schulman, as attorney in fact under Power of Attorney dated April 4, 2000 01/22/2007

**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 become exercisable in three equal annual installments beginning on February 12, 2005.
- (3) The amount of securities owned following the reported transaction includes options granted on various dates with varying exercise prices and vesting dates. After the exercise described above, the reporting person has 4,705 remaining options that expire on February 12, 2014 with an exercise price of \$50.60.

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.