

AVALONBAY COMMUNITIES INC
 Form 4
 March 03, 2017

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 *
 McLaughlin William 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)

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

C/O AVALONBAY COMMUNITIES, INC., BALLSTON TOWER, 671 N. GLEBE ROAD

(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

ARLINGTON, VA 22203

(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 (D) Price			
Common Stock, par value \$.01 per share	02/28/2017		G	V 1,200 D \$ 0 ⁽¹⁾	51,256.259 ⁽²⁾	D	
Common Stock, par value \$.01 per share	03/01/2017		F	⁽³⁾ 2,561 D \$ 183.31	48,695.259 ⁽²⁾	D	
	03/01/2017		M	863 A \$ 115.83		D	

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Common Stock, par value \$.01 per share						49,558.259 <u>(2)</u>		
Common Stock, par value \$.01 per share	03/01/2017	M	752	A	\$ 132.95	50,310.259 <u>(2)</u>	D	
Common Stock, par value \$.01 per share	03/01/2017	M	767	A	\$ 130.23	51,077.259 <u>(2)</u>	D	
Common Stock, par value \$.01 per share	03/01/2017	F	<u>1,636</u> ⁽⁴⁾	D	\$ 183.31	49,441.259 <u>(2)</u>	D	
Common Stock, par value \$.01 per share	03/02/2017	S	2,500	D	\$ <u>183.0677</u> ⁽⁵⁾	46,941.259 <u>(2)</u>	D	
Common Stock, par value \$.01 per share						3,360 ⁽⁶⁾	I	Held by, for or in trust for children

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

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title

Stock Options (Right to Buy)	\$ 115.83	03/01/2017	M	863	02/16/2012 ⁽⁷⁾	02/16/2021	Common Stock	863
Stock Options (Right to Buy)	\$ 132.95	03/01/2017	M	752	02/16/2013 ⁽⁸⁾	02/16/2022	Common Stock	752
Stock Options (Right to Buy)	\$ 130.23	03/01/2017	M	767	02/13/2014 ⁽⁹⁾	02/13/2023	Common Stock	767

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McLaughlin William M C/O AVALONBAY COMMUNITIES, INC. BALLSTON TOWER, 671 N. GLEBE ROAD ARLINGTON, VA 22203			Executive Vice President	

Signatures

Catherine T. White, as attorney-in-fact under Power of Attorney dated February 22, 2010. 03/03/2017

__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) Reflects gift of 1,200 shares.
- (2) The amount of securities owned following the reported transaction reflects direct ownership of all shares of common stock, including restricted shares.
- (3) Reflects withholding of shares by the Company to cover tax withholding obligations on the vesting of restricted stock under the Company's Stock Option and Incentive Plan.
- (4) Reflects payment of exercise price by delivering securities to the Company.
- (5) This transaction was executed in multiple trades at prices ranging from \$183.0302 to \$183.1620. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (6) No transaction is reported. The amount of securities owned indirectly following the reported transactions is included for information purposes only.
- (7) The options exercised were included in options granted under the issuer's stock option and incentive plan on February 16, 2011, which became exercisable in three equal annual installments beginning on February 16, 2012.
- (8) The options exercised were included in options granted under the issuer's stock option and incentive plan on February 16, 2012, which became exercisable in three equal annual installments beginning on February 16, 2013.
- (9)

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The options exercised were included in options granted under the issuer's stock option and incentive plan on February 13, 2013, which became exercisable in three equal annual installments beginning on February 13, 2014.

- (10) Following the reported transaction, the reporting person holds a total of 28,414 options to purchase the issuer's common stock granted on various dates and with varying exercise prices and vesting dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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