

AVALONBAY COMMUNITIES INC

Form 4

November 04, 2004

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NAUGHTON TIMOTHY J

(Last) (First) (Middle)

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

(Street)

ALEXANDRIA, VA 22314

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

AVALONBAY COMMUNITIES
INC [AVB]

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	03/11/2004		G	V	100	D	\$ 0
							79,830.871 (1)
Common Stock, par value \$.01 per share	11/02/2004		M		8,000	A	\$ 38.1524
							87,830.871 (1)
Common Stock, par	11/02/2004		S		8,000	D	\$ 66.5105
							79,830.871 (1)

value \$.01
per share

Common
Stock, par
value \$.01
per share

11/03/2004

M

16,000

A

\$
36.3125

95,830.871
(1)

D

Common
Stock, par
value \$.01
per share

11/03/2004

S

16,000

D

\$ 66.59
(1)

79,830.871
(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	11/02/2004		M		8,000		10/29/1998 ⁽²⁾	10/29/2007	Common Stock	8,000
Employee Stock Options (Right to Buy)	\$ 36.3125	11/03/2004		M		16,000		06/05/1999 ⁽⁴⁾	06/05/2008	Common Stock	16,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Chief Operating Officer

NAUGHTON TIMOTHY J
C/O AVALONBAY COMMUNITIES, INC.
2900 EISENHOWER AVE., SUITE 300
ALEXANDRIA, VA 22314

Signatures

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

11/04/2004

__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.

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 19,659 more options that expire on October 29, 2007 with an exercise price of \$38.1524.
 - (3) 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.

The number of derivative securities beneficially owned following the reported transaction includes options varying exercise prices and vesting dates. Following the reported transaction, the reporting person holds 39,000 more options that expire on June 5, 2008 with an exercise price of \$36.3125.
 - (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.

The number of derivative securities beneficially owned following the reported transaction includes options varying exercise prices and vesting dates. Following the reported transaction, the reporting person holds 39,000 more options that expire on June 5, 2008 with an exercise price of \$36.3125.
 - (5) 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.

The number of derivative securities beneficially owned following the reported transaction includes options varying exercise prices and vesting dates. Following the reported transaction, the reporting person holds 39,000 more options that expire on June 5, 2008 with an exercise price of \$36.3125.

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.