

SCHULMAN EDWARD M
Form 4
February 14, 2006

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 *
SCHULMAN EDWARD 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)
02/13/2006

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP-General Counsel

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$.01 per share	02/13/2006		M		3,000 A \$ 36.02	13,198.032 (1)	D
Common Stock, par value \$.01 per share	02/13/2006		M		5,089 A \$ 50.6	18,287.032 (1)	D
Common Stock, par	02/13/2006		S		6,700 D \$ 99	11,587.032 (1)	D

value \$.01
per share

Common
Stock, par
value \$.01
per share

02/13/2006

S

289

D

\$ 11,298.032
99.05 (1)

D

Common
Stock, par
value \$.01
per share

02/13/2006

F

562

D

\$ 10,736.032
99.01 (1)

D

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

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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 (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)	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 36.02	02/13/2006		M	3,000	02/12/2004 ⁽²⁾ 02/12/2013	Common Stock	3,000
Employee Stock Options (Right to Buy)	\$ 50.6	02/13/2006		M	5,089	02/12/2005 ⁽⁴⁾ 02/12/2014	Common Stock	5,089

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

SCHULMAN EDWARD M
C/O AVALONBAY COMMUNITIES, INC.
2900 EISENHOWER AVE., SUITE 300
ALEXANDRIA, VA 22314

SVP-General Counsel

Signatures

/s/ Edward M.
Schulman

02/14/2006

__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, 2003 under the issuer's Stock Option and Incentive Plan, which become exercisable in three equal annual installments beginning on February 12, 2004.
The number of derivative securities beneficially owned following the reported transaction includes options granted in prior periods with varying exercise prices and vesting dates. Following the reported transaction the reporting person holds no more options that expire on February 12, 2013 with an exercise price of \$36.02.
- (3) The options exercised were included in options granted on February 12, 2004 under the issuer's Stock Option and Incentive Plan, which become exercisable in three equal annual installments beginning on February 12, 2005.
The amount of securities owned following the reported transaction includes options granted in various periods with varying exercise prices and vesting dates. Following the reported transaction, the reporting person has 6,842 more options that expire on February 12, 2014 with an exercise price of \$50.60.
- (4) The options exercised were included in options granted on February 12, 2004 under the issuer's Stock Option and Incentive Plan, which become exercisable in three equal annual installments beginning on February 12, 2005.
The amount of securities owned following the reported transaction includes options granted in various periods with varying exercise prices and vesting dates. Following the reported transaction, the reporting person has 6,842 more options that expire on February 12, 2014 with an exercise price of \$50.60.
- (5) The amount of securities owned following the reported transaction includes options granted in various periods with varying exercise prices and vesting dates. Following the reported transaction, the reporting person has 6,842 more 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.

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