

AVALONBAY COMMUNITIES INC
 Form 3
 March 07, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â Morris James Richard (Last) (First) (Middle) 2900 EISENHOWER AVE., SUITE 300 (Street) ALEXANDRIA, Â VA Â 22314 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/23/2005	3. Issuer Name and Ticker or Trading Symbol AVALONBAY COMMUNITIES INC [AVB]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior Vice President	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$.01 per share	8,950.443 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Employee Stock Options (Right to Buy)	02/13/2002 ⁽²⁾ 02/13/2011	7,000 \$ 45.95	D Â
Employee Stock Options (Right to Buy)	02/13/2003 ⁽³⁾ 02/13/2012	4,880 \$ 45.79	D Â
Employee Stock Options (Right to Buy)	02/12/2004 ⁽⁴⁾ 02/12/2013	4,666 \$ 36.02	D Â
Employee Stock Options (Right to Buy)	02/12/2005 ⁽⁵⁾ 02/12/2014	9,727 \$ 50.6	D Â
Employee Stock Options (Right to Buy)	02/11/2006 ⁽⁶⁾ 02/11/2015	13,424 \$ 69.95	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morris James Richard 2900 EISENHOWER AVE., SUITE 300 ALEXANDRIA, VA 22314	Â	Â	Â Senior Vice President	Â

Signatures

By Edward M. Schulman under Power of Attorney dated as of March 1, 2005. 03/07/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 reflects direct ownership of all shares of common stock, including restricted shares.
- (2) The options reported were included in options granted on February 13, 2001 which became exercisable in three annual installments beginning on February 13, 2002.
- (3) The options reported were included in options granted on February 13, 2002 which became exercisable in three annual installments beginning on February 13, 2003.
- (4)

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The options reported were included in options granted on February 12, 2003, which become exercisable in three annual installments beginning on February 12, 2004.

- (5) The options reported were included in options granted on February 12, 2004 which become exercisable in three annual installments beginning on February 12, 2005.
- (6) The options reported were included in options granted on February 11, 2005 which will become exercisable in three annual installments beginning on February 11, 2006.

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.