

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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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

(Last) (First) (Middle)

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

(Street)

ARLINGTON, VA 22203

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
SymbolAVALONBAY COMMUNITIES  
INC [AVB]3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/20174. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Executive Vice President6. Individual or Joint/Group Filing(Check  
Applicable Line)☒ 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<br>Security<br>(Instr. 3)            | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock, par<br>value \$.01<br>per share | 02/28/2017                              |   | G                                    | V 1,200   | D \$ 0 <sup>(1)</sup>  | 51,256.259<br><sup>(2)</sup>  | D   |
| Common<br>Stock, par<br>value \$.01<br>per share | 03/01/2017                              |   | F                                    | <sup>(3)</sup> 2,561  | D \$ 183.31  | 48,695.259<br><sup>(2)</sup>  | D   |
|  | 03/01/2017                              |   | M                                    | 863   | A \$ 115.83  |   | D   |

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Common Stock, par value \$.01 per share 49,558.259  
(2)

Common Stock, par value \$.01 per share 03/01/2017 M 752 A \$ 132.95 50,310.259  
(2) D

Common Stock, par value \$.01 per share 03/01/2017 M 767 A \$ 130.23 51,077.259  
(2) D

Common Stock, par value \$.01 per share 03/01/2017 F 1,636  
(4) D \$ 183.31 49,441.259  
(2) D

Common Stock, par value \$.01 per share 03/02/2017 S 2,500 D \$ 183.0677  
(5) 46,941.259  
(2) 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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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 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 <sup>(7)</sup> | 02/16/2021 | Common Stock | 863 |
| Stock Options (Right to Buy) | \$ 132.95 | 03/01/2017 | M | 752 | 02/16/2013 <sup>(8)</sup> | 02/16/2022 | Common Stock | 752 |
| Stock Options (Right to Buy) | \$ 130.23 | 03/01/2017 | M | 767 | 02/13/2014 <sup>(9)</sup> | 02/13/2023 | Common Stock | 767 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| McLaughlin William M<br>C/O AVALONBAY COMMUNITIES, INC.<br>BALLSTON TOWER, 671 N. GLEBE ROAD<br>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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