

Breslin Sean J.
Form 4
December 06, 2018

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 *
Breslin Sean J.

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)
12/03/2018

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

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 Ownership (Instr. 4) |
|-----------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$.01 per share | 12/03/2018 | | M | | 3,100 | A | \$ 130.23 |
| | | | | | | | 39,076.2405 (1) |
| Common Stock, par value \$.01 per share | 12/03/2018 | | S | | 3,100 | D | \$ 189.13 (2) |
| | | | | | | | 35,976.2405 (1) |
| | 12/03/2018 | | M | | 752 | A | |
| | | | | | | | |

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| | | | | | | | |
|--------------------------------------------------|------------|--|---|----------------|--------|-------------|-------------|
| Common Stock, par value \$.01 per share | | | | | \$ | 36,728.2405 | |
| | | | | | 132.95 | <u>(1)</u> | |
| Common Stock, par value \$.01 per share | 12/03/2018 | | F | 525 <u>(3)</u> | D | \$ | 36,203.2405 |
| | | | | | | 190.71 | <u>(1)</u> |
| Common Stock, par value \$.01 per share | 12/06/2018 | | S | 266 | D | \$ | 188.5 |
| | | | | | | | <u>(1)</u> |

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.

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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) | Amount or Number of Shares | |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (Right to Buy) | \$ 130.23 | 12/03/2018 | | M | 3,100 | 02/13/2014 ⁽⁴⁾ | 02/13/2023 | Common Stock | 3,100 |
| Stock Option (Right to Buy) | \$ 132.95 | 12/03/2018 | | M | 752 | 02/16/2013 ⁽⁵⁾ | 02/16/2022 | Common Stock | 752 |

Reporting Owners

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

Breslin Sean J.
C/O AVALONBAY COMMUNITIES, INC.
BALLSTON TOWER, 671 N. GLEBE ROAD
ARLINGTON, VA 22203

Chief
Operating
Officer

Signatures

Catherine T. White, as attorney-in-fact under Power of Attorney dated May 26,
2009

12/06/2018

__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.

This transaction was executed in multiple trades at prices ranging from \$189.11 to \$189.22. The price reported above reflects the
- (2) 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.
- (3) Reflects shares swapped via a stock swap option exercise to cover the exercise price of the options.
- (4) The options exercised were included in options granted under the issuer's Second Amended and Restated 2009 Equity Incentive Plan on 02/13/2013, which became exercisable in three equal annual installments beginning on 02/13/2014.
- (5) The options exercised were included in options granted under the issuer's Second Amended and Restated 2009 Equity Incentive Plan on 02/16/2012, which became exercisable in three equal annual installments beginning on 02/16/2013.
- (6) Following the reported transaction, the reporting person holds a total of 1,544 options to purchase the issuer's common stock. The options were granted on 2/13/2013 with an exercise price of \$130.23, which vested in three equal installments beginning 2/13/2014.

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.