Edgar Filing: SCHULMAN EDWARD M - Form 4

SCHULMAN EDWARD M

Form 4

February 15, 2005

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

burden hours per response... 0.5

Estimated average

5. Relationship of Reporting Person(s) to

Issuer

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

SCHULMAN EDWARD M

SCHULMAN EDWARD M			Symbol AVALONBAY COMMUNITIES INC [AVB]					(Check all applicable)			
	ONBAY ITIES, INC., 29	(Month/E 02/11/2 C., 2900			ransaction			Director 10% Owner X Officer (give title Other (specify below)			
EISENHOV	VER AVE., SUI	TE 300									
				endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ALEXANDRIA, VA 22314								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	le I - Non-D) erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution any	Execution Date, if		4. Securi on(A) or D (Instr. 3,	ispose	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock, par value \$.01 per share	02/11/2005			A	3,902	A		9,996.959 (2)	D		
Common Stock, par value \$.01 per share	02/14/2005			F	216	D	\$ 69.93	9,780.959 (2)	D		

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

Edgar Filing: SCHULMAN EDWARD M - Form 4

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 or 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 Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Options (Right to Buy)	\$ 69.95	02/11/2005		A	22,404	02/11/2006(3)	02/11/2015	Common Stock	22,4

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

**Signature of Reporting Date
Person

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 grant of shares of restricted stock under the Company's Stock Option and Incentive Plan, which shares are subject to vesting requirements.
- (2) The amount of securities owned following the reported transaction reflects direct ownership of all shares of common stock, including restricted shares, and 584.959 shares purchased through the issuer's Employee Stock Purchase Plan.
- (3) These options vest in three annual installments, with the first installment vesting on 2/11/2006.

Reporting Owners 2

Edgar Filing: SCHULMAN EDWARD M - Form 4

- (4) Reflects grant of options under the Company's Stock Option and Incentive Plan.
- (5) The amount of securities owned following the reported transaction includes options granted in prior periods 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. 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.