

SCHULMAN EDWARD M
Form 4
March 11, 2019

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)
03/07/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP-General Counsel

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

(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 | 03/07/2019 | | M | | 752 A \$ 132.95 | 23,863.2497 (1) | D |
| Common Stock, par value \$.01 per share | 03/07/2019 | | M | | 767 A \$ 130.23 | 24,630.2497 (1) | D |
| | 03/07/2019 | | F | | D \$ 195.5 | | D |

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| | | |
|---|---------------------|---------------------------|
| Common Stock, par value \$.01 per share | 1,023 <u>(2)</u> | 23,607.2497 <u>(1)</u> |
|---|---------------------|---------------------------|

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

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 132.95 | 03/07/2019 | | M | 752 | 02/16/2013 ⁽³⁾ 02/16/2022 | Common Stock | 752 |
| Stock Option (Right to Buy) | \$ 130.23 | 03/07/2019 | | M | 767 | 02/13/2014 ⁽⁴⁾ 02/13/2023 | Common Stock | 767 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCHULMAN EDWARD M
C/O AVALONBAY COMMUNITIES, INC.
BALLSTON TOWER, 671 N. GLEBE RD.,
ARLINGTON, VA 22203

EVP-General Counsel

Signatures

Catherine T. White, as attorney-in-fact under Power of Attorney dated February 23, 2009

03/11/2019

__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) Reflects shares swapped via a stock swap option exercise to cover the exercise price of the options.
- (3) The options exercised were included in options granted under the issuer's Second Amended and Restated 2009 Equity Incentive Plan on 2/16/2012, which became exercisable in three equal annual installments beginning on 2/16/2013.
- (4) The options exercised were included in options granted under the issuer's Second Amended and Restated 2009 Equity Incentive Plan on 2/13/2013, which became exercisable in three equal annual installments beginning on 2/13/2014.
- (5) Following the reported transaction, the reporting person holds a total of 1,992 options to purchase the issuer's common stock.

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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