

Wilson Stephen W
Form 3/A
March 03, 2010

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 Wilson Stephen W

(Last) (First) (Middle)

C/O AVALONBAY
COMMUNITIES, INC., Â 2900
EISENHOWER AVENUE

(Street)

ALEXANDRIA, Â VA Â 22314

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/10/2010

3. Issuer Name **and** Ticker or Trading Symbol

AVALONBAY COMMUNITIES INC [AVB]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner

X Officer ___ Other
(give title below) (specify below)

Executive Vice President

5. If Amendment, Date Original
Filed(Month/Day/Year)

02/22/2010

6. Individual or Joint/Group

Filing(Check Applicable Line)
 X Form filed by One Reporting
Person

___ Form filed by More than One
Reporting Person

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

13,270.514 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

**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.**

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)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Options (Right to Buy)	02/11/2011	02/11/2020	Common Stock	0 ⁽²⁾	\$ 74.2	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilson Stephen W C/O AVALONBAY COMMUNITIES, INC. 2900 EISENHOWER AVENUE ALEXANDRIA, VA 22314	Â	Â	Â Executive Vice President	Â

Signatures

Catherine T. White, as attorney-in-fact under Power of Attorney dated February 17, 2010. 03/03/2010

__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) Includes restricted shares granted under the Company's Stock Incentive Plan, a portion of which are subject to vesting. The original Form 3 erroneously indicated that the reporting person owned 15,989,514 shares as of the date he became a reporting person.
- (2) The original Form 3 erroneously indicated that the reporting person held 4,299 options as of the date he became a reporting person. The option award originally reported was granted on the next day (02/11/2010).

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.