AVALONBAY COMMUNITIES INC

Form 4/A June 07, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

HOREY LEO S III

AVALONBAY COMMUNITIES INC [AVB]

(Check all applicable) 10% Owner Director

Chief Administrative Officer

(Last) (First) (Middle)

(Month/Day/Year) 05/29/2012

X_ Officer (give title Other (specify below)

C/O AVALONBAY COMMUNITIES.

INC., BALLSTON TOWER, 671 N.

(Street)

GLEBE ROAD

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

Applicable Line)

05/30/2012

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

D

6. Individual or Joint/Group Filing(Check

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Price

ARLINGTON, VA 22203

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Execution Date, if Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

7. Nature of Indirect Ownership Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4)

(A) or (D) Code V Amount

Transaction(s) (Instr. 3 and 4)

(Instr. 4)

Common

per share

Security

(Instr. 3)

Stock, par 05/29/2012 value \$.01

2,110 F D (1) 142.03

69,702.4149 (1)

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

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(9-02)

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Name la sur		
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

HOREY LEO S III C/O AVALONBAY COMMUNITIES, INC. BALLSTON TOWER, 671 N. GLEBE ROAD ARLINGTON, VA 22203

Chief Administrative Officer

Signatures

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

06/07/2012

**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).
- On May 30, 2012, the reporting person filed a Form 4 overstating the number of shares withheld for tax purposes. The corrected number is reported here. As of May 29, 2012, following all transactions occurring that day, the reporting person owned 59,752.4149 shares of common stock. In addition, as a result of this error, the total number of shares owned by the reporting person on the Form 4 filed on June 5, 2012, was incorrect.

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.

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