SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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1. Name and Address o Miller Susan C	1 0	*	2. Issuer Name and Ticker or Trading Symbol <u>Avery Dennison Corp</u> [AVY]	(Check	tionship of Reporting Persor all applicable) Director Officer (give title	n(s) to Issuer 10% Owner Other (specify
(Last) (First) (Middle 207 GOODE AVENUE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/03/2017	X	below) Senior VP, Gen Couns	below)
·	CA State)	91203 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing (Form filed by One Report Form filed by More than C Person	ing Person

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)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	02/03/2017(1)		М		52,920	A	\$39.32	59,438	D	
Common Stock	02/03/2017(1)		S		52,920	D	\$79.16 ⁽²⁾	6,518	D	
Common Stock	02/03/2017(1)		М		38,110	A	\$30.5	44,628	D	
Common Stock	02/03/2017(1)		S		38,110	D	\$79.17 ⁽³⁾	6,518	D	
Common Stock	02/03/2017(1)		М		13,035	A	\$52.115	19,553	D	
Common Stock	02/03/2017(1)		S		13,035	D	\$79.17 ⁽⁴⁾	6,518	D	
Common Stock								17,405.7058	Ι	EVDRP
Common Stock (Savings Plan)								674.8322	I	Savings Plan

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. Transa Code (8)		of Deri Secu Acq (A) o Disp of (E	umber vative urities uired or oosed D) (Instr. and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
2011 Employee Stock Option	\$39.32	02/03/2017 ⁽¹⁾		М			52,920	02/24/2012 ⁽⁵⁾	02/24/2021	Common Stock	52,920	\$0	0	D	
2012 Employee Stock Option	\$30.5	02/03/2017 ⁽¹⁾		М			38,110	02/23/2013 ⁽⁵⁾	02/23/2022	Common Stock	38,110	\$0	0	D	
2008 Employee Stock Option	\$52.115	02/03/2017 ⁽¹⁾		М			13,035	02/28/2009 ⁽⁵⁾	02/28/2018	Common Stock	13,035	\$0	0	D	

Explanation of Responses:

1. Transaction occurred pursuant to a Rule 10b5-1 Trading Plan established prior to the trade date.

2. This transaction was executed in multiple trades at prices ranging from \$78.79 to \$79.92. The price reported above reflects the 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. This transaction was executed in multiple trades at prices ranging from \$78.79 to \$79.86. The price reported above reflects the 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.

4. This transaction was executed in multiple trades at prices ranging from \$78.79 to \$79.82. The price reported above reflects the 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.

5. Stock options vest in cumulative installments of 25% on the first, second, third and fourth anniversary of the date of the grant.

Erica Perry POA for Susan C Miller

02/06/2017

Date

** Signature of Reporting Person

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

 * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.