

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 1

to

SCHEDULE 14D-1

TENDER OFFER STATEMENT
PURSUANT TO SECTION 14(d)(1) OF THE
SECURITIES EXCHANGE ACT OF 1934

STIMSONITE CORPORATION
(Name Of Subject Company)

VISION ACQUISITION CORPORATION

AVERY DENNISON CORPORATION
(Bidders)

COMMON STOCK, PAR VALUE \$.01 PER SHARE
(Title Of Class Of Securities)

860832104
(Cusip Number Of Class Of Securities)

ROBERT G. VAN SCHOONENBERG
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
AVERY DENNISON CORPORATION
150 N. ORANGE GROVE BOULEVARD
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(Name, Address And Telephone Number Of Person Authorized To
Receive Notice And Communications On Behalf Of Person(s) Filing Statement)

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This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule 14D-1 filed with the Securities and Exchange Commission (the "Commission") on June 10, 1999 (as amended and supplemented, the "Schedule 14D-1") relating to the cash tender offer by Vision Acquisition Corporation, a Delaware corporation ("Purchaser") and a wholly-owned subsidiary of Avery Dennison Corporation, a Delaware corporation ("Parent") to purchase all of the outstanding shares of common stock, par value \$.01 per share, of Stimsonite Corporation, a Delaware corporation (the "Company") at a purchase price of \$14.75 per Share, net to the seller in cash (subject to applicable withholding of taxes), without any interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase dated June 10, 1999 (the "Offer to Purchase") and the related Letter of Transmittal. Capitalized terms used and not defined herein shall have the meanings given to them in the Offer to Purchase.

ITEM 5. Purpose of the Tender Offer and Plans or Proposals of the Bidder.

Item 5 of the Schedule 14D-1 is hereby amended and supplemented as follows:

Parent and Purchaser have received notice of early termination of the waiting period under the Hart-Scott Rodino Antitrust Improvements Act of 1976, as amended, for the consummation of the Offer and the Merger.

ITEM 10. Additional Information.

Items 10(b), (c) and (f) of the Schedule 14D-1 are hereby amended and supplemented as follows:

The information provided in this Amendment No. 1 under Item 5 is incorporated hereby by reference.

ITEM 11. Material to be Filed as Exhibits.

Item 11 is hereby amended and supplemented as follows:

Exhibit (a)(9). Press Release issued by Purchaser on June 22, 1999.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Amendment No. 1 is true, complete and correct.

Dated: June 22, 1999

VISION ACQUISITION CORPORATION

By: /s/ Robert G. van Schoonenberg

Name: Robert G. van Schoonenberg
Title: President

AVERY DENNISON CORPORATION

By: /s/ Robert G. van Schoonenberg

Name: Robert G. van Schoonenberg
Title: Senior Vice President, General Counsel and
Secretary

FOR IMMEDIATE RELEASE

AVERY DENNISON CORPORATION ANNOUNCES
CLEARANCE OF HART-SCOTT-RODINO WAITING PERIOD

PASADENA, Calif. -- June 22, 1999. Avery Dennison Corporation (NYSE:AVY; PSE) announced today that it has received notice of early termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 regarding the previously announced merger of Avery Dennison Corporation and Stimsonite Corporation (NASDAQ:STIM).

A definitive merger agreement relating to the merger was announced on June 4, 1999. Under the terms of the merger agreement, a wholly-owned subsidiary of Avery Dennison commenced a tender offer on June 10, 1999 to purchase all outstanding shares of Stimsonite's common stock for \$14.75 per share in cash. The tender offer is scheduled to close at 12:00 Midnight, New York City time, on Thursday, July 8, 1999, unless extended, and is subject to certain conditions including a minimum of a majority of Stimsonite's outstanding shares being properly tendered prior to the expiration of the offer and not withdrawn.

Avery Dennison develops, manufactures and markets innovative self-adhesive solutions for consumer products and label systems. Based in Pasadena, Calif., the Company had 1998 sales of \$3.5 billion and makes a wide range of products for consumer and industrial markets, including Avery-brand office products, Fasson-brand self-adhesive materials, peel-and-stick postage stamps, battery labels, automated retail tag and labeling systems, and specialty tapes and chemicals.

Stimsonite Corporation, based in Niles, Ill., is a leading worldwide manufacturer and marketer of reflective safety products for the transportation industry and a pioneer in microreplication technology for a diverse range of industries. Stimsonite products include raised reflective pavement markers, work zone markers, highway delineators and state-of-the-art high performance optical films for use in the construction of highway signs. In 1998, the company generated sales of \$87.4 million, net income of \$4.9 million, and cash flow from operations of \$6.3 million.