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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

February 26, 2010

Avery Dennison Corporation

(Exact name of registrant as specified in its charter)

Delaware

1-7685

95-1492269

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

150 North Orange Grove Boulevard, Pasadena,
California

91103

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

626-304-2000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

Election of Chairman and Selection of Lead Independent Director

On February 26, 2010, Avery Dennison Corporation (the "Company") announced that its board of directors (the "Board") has elected President and Chief Executive Officer Dean A. Scarborough to succeed Kent Kresa as Chairman of the Board. Mr. Kresa has served as non-executive Chairman of the Board since December 2005. The Board also announced the selection of director David E. I. Pyott as Lead Independent Director.

The changes will take effect upon Mr. Kresa's retirement on April 22, 2010 at the annual shareholders meeting, in accordance with the Company's Bylaws, which provide that directors retire immediately following the annual meeting after the director reaches the age of 72. As Chairman, Mr. Scarborough will continue in his roles as President and Chief Executive Officer.

Corporate Governance Enhancements

On February 26, 2010, the Company also announced the adoption of enhancements to the Company's governance structure following the recommendations made by the Nominating and Governance Committee of the Board. The Board decided to: (a) include in the Company's 2010 proxy statement a Company-sponsored proposal to amend the Company's Certificate of Incorporation and Bylaws to eliminate provisions: (i) requiring the vote of 80% of the total voting shares to approve certain actions of the Company, and (ii) providing that repurchases of the Company's stock from an interested or affiliated stockholder of the Company at a price in excess of market price require approval of a majority of the voting power of the Company's stock, excluding shares held by such interested or affiliated person; (b) include in the Company's 2011 proxy statement a proposal to declassify the Board structure and have annual elections for directors, beginning with the 2012 election of directors; and (c) adopt a non-binding bi-annual advisory vote by shareholders on executive compensation commencing with the 2011 annual meeting of the shareholders.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 News release dated February 26, 2010

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Avery Dennison Corporation

March 4, 2010

By: *Susan C. Miller*

Name: Susan C. Miller

Title: Senior Vice President, General Counsel and Secretary

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	News release dated February 26, 2010

For Immediate Release**AVERY DENNISON BOARD ELECTS
DEAN A. SCARBOROUGH CHAIRMAN AND SELECTS
DAVID E. I. PYOTT LEAD INDEPENDENT DIRECTOR
UPON KENT KRESA'S RETIREMENT;
APPROVES GOVERNANCE CHANGES**

PASADENA, Calif., February 26, 2010 – Avery Dennison Corporation (NYSE:AVY) announced today that its board of directors has elected President and Chief Executive Officer Dean A. Scarborough to succeed Kent Kresa as chairman of the board and selected Director David E. I. Pyott lead independent director. Pyott, chairman and chief executive officer of Allergan, Inc., is one of 10 independent directors on Avery Dennison's 12-person board.

The changes will take effect upon Kresa's retirement on April 22, 2010 at the annual shareholders meeting, in accordance with Avery Dennison's policy that directors retire at the age of 72. As chairman, Scarborough will continue in his roles as president and chief executive officer.

The board also took action relating to three corporate governance matters: elimination of "supermajority" voting on certain actions of the Company, which is to be submitted to shareholders for approval at the 2010 annual meeting; declassification of the board's structure, which will result in annual elections for all directors (to be submitted to shareholders for approval at the 2011 annual meeting); and adoption of a bi-annual advisory shareholder vote on executive compensation, commencing in 2011.

Avery Dennison Chairman Kent Kresa said, "In the five years that Dean Scarborough has been CEO, he has led Avery Dennison's global expansion and guided the Company during an exceptionally challenging recession. He has built a strong management team and led the development and implementation of a sound strategy for future growth. I have enjoyed working with Dean and my other fellow directors, and I am confident in the new leadership structure of the board."

David Pyott said, "Kent Kresa has guided the Avery Dennison board with a steady hand, and we have benefited immensely from his deep experience as chairman. We wish him all the best. In my additional role as lead independent director, I look forward to continuing Kent's practice of fostering active and engaged participation by all board members."

"Kent Kresa has been a great role model and mentor, and I am honored to succeed him as chairman," said Dean Scarborough. "Our board participates vigorously in the development of our Company's strategic direction, and I will continue to execute on our vision of the future on behalf of our shareholders."

"Our proposed governance changes reflect our intention to keep our practices aligned with shareholder interests and demonstrate our continued commitment to good corporate governance," Scarborough said.

Dean A. Scarborough

Dean Scarborough, 54, has been president and chief executive officer of Avery Dennison since 2005. He joined Avery Dennison in 1983 and has served in increasingly responsible management, marketing and operations leadership roles in its converting and materials businesses. In 1990, he was promoted to vice president and general manager, Fasson Roll North America. Five years later, he moved to the Netherlands to lead Roll Materials Europe. He returned to the U.S. in 1997, when he was appointed group vice president, Fasson Roll North America and Roll Materials Europe. He was promoted to group vice president, Roll Materials Worldwide two years later and, in 2000, was elected president and chief operating officer of Avery Dennison.

David E. I. Pyott

David Pyott, 56, is chairman and chief executive of Allergan, a global healthcare company, with more than 25 years of international experience in nutrition and health care. He has been a member of Avery Dennison's board of directors since 1999.

About Avery Dennison

Avery Dennison is a recognized industry leader that develops innovative identification and decorative solutions for businesses and consumers worldwide. The Company's products include pressure-sensitive labeling materials; graphics imaging media; retail apparel ticketing and branding systems; RFID inlays and tags; office products; specialty tapes; and a variety of specialized labels for automotive, industrial and durable goods applications. A FORTUNE 500 company with sales of \$6 billion in 2009, Avery Dennison is based in Pasadena, California and has employees in over 60 countries. For more information, visit www.averydennison.com.