

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 4
(FINAL AMENDMENT)
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
PASADENA, CALIFORNIA 91103
(626) 304-2000

(Name, Address And Telephone Number Of Person Authorized To
Receive Notice And Communications On Behalf Of Person(s) Filing Statement)

COPIES TO:
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633 WEST FIFTH STREET, SUITE 4000
LOS ANGELES, CALIFORNIA 90071
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CUSIP No. 860832104

(1) Name of reporting persons:

AVERY DENNISON CORPORATION

I.R.S. Identification No. of above person (entities only): 951492269

(2) Check the appropriate box if a member of a group (see instructions):

(a)
(b)

(3) SEC use only

(4) Source of funds (see instructions):

[00]

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(e) or 2(f)

[]

(6) Citizenship or place of organization:

State of Delaware

(7) Aggregate amount beneficially owned by each reporting person:

8,307,660

(8) Check box if the aggregate amount in Row (7) excludes certain shares (see instructions):

[]

(9) Percent of class represented by amount in Row (7):

98.4%

(10) Type of reporting person (see instructions):

CO

(1) Name of reporting persons:

VISION ACQUISITION CORPORATION

I.R.S. Identification No. of above person (entities only):

(2) Check the appropriate box if a member of a group (see instructions):

(a)
(b)

(3) SEC use only

(4) Source of funds (see instructions):

AF

(5) Check box if disclosure of legal proceedings is required pursuant to Items
2(e) or 2(f)

(6) Citizenship or place of organization:

State of Delaware

(7) Aggregate amount beneficially owned by each reporting person:

8,307,660

(8) Check box if the aggregate amount in Row (7) excludes certain shares (see
instructions):

(9) Percent of class represented to amount in Row (7):

98.4%

(10) Type of reporting person (see instructions):

C0

This Amendment No. 4 constitutes the final amendment to the Tender Offer Statement on Schedule 14D-1 filed with the Securities and Exchange Commission (the "Commission") on June 10, 1999 (as amended by Amendment No. 1 to the Schedule 14D-1 filed with the Commission on June 22, 1999, Amendment No. 2 to the Schedule 14D-1 filed with the Commission on June 25, 1999 and Amendment No. 3 to the Schedule 14D-1 filed with the Commission on July 9, 1999, 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:

On July 12, 1999, Parent announced that it had merged Purchaser, a wholly-owned subsidiary of Parent, with and into the Company (the "Merger") with the Company continuing as the surviving corporation in the Merger. Because Parent had acquired at least 90% of each class of the outstanding Shares, the Merger was effected without a meeting of stockholders of the Company pursuant to the "short-form" merger procedure permitted under Section 253 of the Delaware General Corporation Law. As a result of the Merger, the Company became a wholly-owned subsidiary of Parent and each outstanding Share (other than Shares, if any, owned by stockholders who choose to dissent and demand appraisal of their Shares in accordance with the Delaware General Corporation Law) shall be canceled, extinguished and converted into the right to receive \$14.75 per Share in cash, without interest, less any applicable withholding of taxes. The consummation of the Merger was publicly announced in a press release issued by Parent on July 12, 1999, a copy of which is set forth in Exhibit (a)(11) hereto and incorporated by reference herein.

Purchaser filed a Certificate of Ownership and Merger in the Office of the Secretary of State of the State of Delaware. Such Certificate of Ownership and Merger is included as Exhibit (a)(12) and is incorporated herein by reference.

Parent has requested that trading of the Shares be halted on the Nasdaq National Market and intends to file a Form 15 to delist the Shares with the Commission.

ITEM 6. Interest in Securities of the Subject Company.

Item 6 of the Schedule 14D-1 is hereby amended and supplemented as follows:

Pursuant to the Offer, which expired at 12:00 Midnight, New York City time, on Thursday, July 8, 1999, Purchaser ultimately acquired 8,307,660 Shares (which includes 807,134 Shares subject to guaranty of delivery). Such Shares represent approximately 98.4% of all Shares outstanding at such time.

The information provided in this Amendment No. 4 under Item 5 is incorporated herein by reference.

ITEM 11. Material to be Filed as Exhibits.

Item 11 is hereby amended and supplemented as follows:

Exhibit (a)(11). Press Release issued by Parent on July 12, 1999.

Exhibit (a)(12). Certificate of Ownership and Merger.

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. 4 to the Schedule 14D-1 is true, complete and correct.

Dated: July 12, 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 COMPLETES
STIMSONITE ACQUISITION

PASADENA, Calif. and NILES, Ill. -- July 12, 1999. Avery Dennison Corporation (NYSE/PSE:AVY) announced today that its acquisition of Stimsonite Corporation (NASDAQ:STIM) has been completed. Stimsonite has been merged with a wholly-owned subsidiary of Avery Dennison, and each share of common stock of Stimsonite not previously purchased in Avery Dennison's tender offer has been converted into the right to receive \$14.75 in cash, net to the seller, without interest. The definitive merger agreement was announced on June 4, 1999.

"Stimsonite's strong brand name and reputation for high-performance, innovative products perfectly complement Avery Dennison's reflective materials business," said Philip M. Neal, president and chief executive officer of Avery Dennison. "This transaction provides an ideal combination of market strengths, technologies, products, and distribution capabilities to drive our growth in a variety of industries. We look forward to developing new business opportunities that will result from Stimsonite's proprietary microreplication technology."

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.

CERTIFICATE OF OWNERSHIP AND MERGER

of

VISION ACQUISITION CORPORATION

(a Delaware corporation)

with and into

STIMSONITE CORPORATION

(a Delaware corporation)

VISION ACQUISITION CORPORATION DOES HEREBY CERTIFY:

1. That the constituent business corporations participating in the merger herein certified are as follows:

(i) Vision Acquisition Corporation ("Vision"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"); and

(ii) Stimsonite Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the DGCL.

2. That Vision owns more than 90% of the outstanding shares of capital stock of the Corporation.

3. That Vision, by resolution of its Board of Directors (attached hereto as Annex A and incorporated herein by reference), duly adopted by unanimous written consent on June 2, 1999, determined to merge Vision with and into the Corporation pursuant to Section 253 of the DGCL (the "Merger").

4. The Corporation will be the surviving corporation of the Merger.

5. The Certificate of Incorporation of the Corporation as in effect immediately prior to the effective time of the Merger shall be the Certificate of Incorporation of the surviving corporation.

6. The executed Agreement and Plan of Merger among the constituent corporations and Avery Dennison Corporation is on file at the principal place of business of the aforesaid surviving corporation.

7. The Merger has been approved by Avery Dennison Corporation, a corporation organized and existing under and by virtue of the DGCL, which is the sole stockholder of Vision and which consented to the Merger in writing and waived a stockholders' meeting.

8. The Merger shall become effective at the time and date of filing of this Certificate of Ownership and Merger in the Department of State of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, VISION ACQUISITION CORPORATION has caused this Certificate of Ownership and Merger to be signed by Robert G. van Schoonenberg, its President as set forth below.

Dated: July 9, 1999

/s/ Robert G. van Schoonenberg

Name: Robert G. van Schoonenberg
Title: President

ANNEX A

WHEREAS, there has been discussed with the Board of Directors of Vision (the "Board"), a form of Agreement and Plan of Merger (the "Merger Agreement") by and among Avery Dennison Corporation, a Delaware corporation ("Parent") and the sole parent of Merger Sub, and the Corporation, providing for, among other things, (i) the commencement by Vision of a cash tender offer for all issued and outstanding shares of common stock, par value \$0.01 per share ("Common Stock"), of the Corporation at a price of \$14.75 per share (the "Offer"), and (ii) the subsequent merger (the "Merger") of Vision with and into the Corporation in accordance with the DGCL;

Approval of Merger, Offer Documents and Merger and Tender Agreements

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves the terms of the Offer to Purchase and related Letter of Transmittal (which together constitute the "Offer Documents"), the Merger Agreement and the Tender Agreement, each substantially in the form as discussed with the Board;

RESOLVED FURTHER, that the terms and conditions of the Merger are as follows:

- (i) Following the Merger, the Corporation shall continue as the surviving corporation and shall succeed to and assume all the property, liabilities and obligations of Vision in accordance with the DGCL, and the separate corporate existence of Vision shall cease;
- (ii) Each share of common stock, par value \$0.01 per share, of Vision issued and outstanding immediately prior to the effective time of the Merger (the "Effective Time") shall be converted into one issued and outstanding share of Common Stock, and from and after the Effective Time, the holders of all said issued and outstanding shares of common stock of Vision shall automatically be and become holders of shares of the Corporation upon the basis specified;
- (iii) At the Effective Time, the directors and officers of Vision immediately prior to the Effective Time shall become the directors and officers of the surviving corporation until their successors are duly elected and qualified;

- (iv) Each share of Common Stock issued and outstanding immediately prior to the Effective Time that is owned by the Corporation or any subsidiary of the Corporation or by Parent, Vision or any other subsidiary of Parent (other than shares held in trust accounts, managed accounts, custodial accounts and the like that are beneficially owned by third parties) shall automatically be canceled and retired and shall cease to exist, and no cash or other consideration shall be delivered or deliverable in exchange therefor;
- (v) Each share of Common Stock issued and outstanding immediately prior to the Effective Time that is not owned by the Corporation or any subsidiary of the Corporation or by Parent, Vision or any other subsidiary of Parent shall be converted into the right to receive from the Corporation without any interest thereon the amounts paid by Vision for shares in the Corporation pursuant to a tender offer (the "Merger Consideration"). As of the Effective Time, all such shares of Common Stock shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each holder of a certificate representing any such shares of Common Stock shall cease to have any rights with respect thereto, except the right to receive the Merger Consideration;
- (vi) Notwithstanding anything herein to the contrary, any issued and outstanding shares of Common Stock with respect to which appraisal rights have been properly demanded and exercised pursuant to Delaware law shall become the right to receive such consideration as may be determined to be due with respect to such shares pursuant to the laws of the State of Delaware; provided, however, that if any such holder of demand appraisal rights fails to perfect or effectively withdraws or loses such right, such shares shall be deemed to be converted as of the Effective Time into the right to receive the Merger Consideration;
- (vii) At the Effective Time, each holder of a then-outstanding option to purchase shares of Common Stock under any plan, program or arrangement of the Corporation, whether or not then exercisable, shall receive for each share of Common Stock subject to such option an amount (subject to any applicable withholding tax) in cash equal to the difference between the Merger Consideration and the per share exercise price of such option to the extent such difference is a positive number. Upon receipt of the option consideration therefor, each option shall be deemed canceled and shall be deemed a release of any and all rights the holder had or may have had in respect of such option; and
- (viii) The name of the surviving corporation in the Merger is Stimsonite Corporation, which will continue its existence as said surviving corporation under its present name upon the effective date of the Merger pursuant to the provisions of the DGCL.