SEC Form 4

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FORM 4

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

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Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(b)	Filed nur

TATEMENT 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

1. Name and Address of Reporting Person [*] Miller Susan C	2. Issuer Name and Ticker or Trading Symbol <u>Avery Dennison Corp</u> [AVY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner								
(Last) (First) (Middle) 150 NORTH ORANGE GROVE BLVD	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2013	X Officer (give title Other (specify below) below) Senior VP, Gen Counsel & Secty								
(Street) PASADENA CA 91103	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person								
(City) (State) (Zip)	tive Convities Associated Disposed of an Depeti									

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, Transaction Disposed		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code V		Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock (Savings Plan)								46	Ι	Savings Plan
Common Stock (SHARE Plan)								1,306	Ι	SHARE Plan
Common Stock	02/28/2013		М		9,433	Α	\$40.905	10,762	D	
Common Stock	02/28/2013		F		3,520	D	\$40.905	7,242	D	

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)		tion Derivative Expiration Date str. Securities (Month/Day/Year) Acquired (A)		e of Securities		8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	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		Transaction(s) (Instr. 4)		
2013 MSU Award	\$0 ⁽¹⁾	02/28/2013		A		13,183		02/28/2014	03/01/2017	Common Stock	13,183	\$0	13,183	D	
2013 PU Award	\$0 ⁽²⁾	02/28/2013		A		10,973		12/31/2015	03/01/2016	Common Stock	10,973	\$0	10,973	D	
2010 PSU award	\$40.905	02/28/2013		М			9,433	01/01/2013	03/01/2013	Common Stock	9,433	\$0	0	D	

Explanation of Responses:

1. Market leveraged stock units vest 25% on each of the four anniversaries of the grant date using a conversion formula under which the number of shares earned is adjusted at each vesting date based on the percentage change in the Companys stock price plus dividend equivalents accrued during the vesting period. Each marked leveraged stock unit represents a contingent right to receive one share of Avery Dennison Corporation common stock.

2. Performance units vest, if at all, on December 31, 2015, provided certain Company performance objectives are met as determined in February 2016. Each performance unit represents a contingent right to receive one share of Avery Dennison Corporation common stock

<u>/s/ Barbara Bartoletti POA for</u>	
Susan C. Miller	

03/01/2013

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.

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