SEC Form 5

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Form 4 Transacti	ons Reported.	Filed	d pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940									
Nolan Donald		n* (Middle)	2. Issuer Name and Ticker or Trading Symbol <u>AVERY DENNISON CORPORATION</u> [AVY]		tionship of Reporting Perso all applicable) Director Officer (give title below)	on(s) to Issuer 10% Owner Other (specify below)						
(Last) (First) (Middle) 8080 NORTON PARKWAY, BLDG. 22		()	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 01/25/2010	Group VP, Roll Materials								
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicabl Line)								
MENTOR	OH	44060		X	Form filed by One Report Form filed by More than (0						
(City)	(State)	(Zip)			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)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of	6. Ownership Form: Direct	7. Nature of Indirect Beneficial Ownership
		(Monthi/Day/Year)	6)	Amount	(A) or (D)	Price	Issuer's Fiscal Year (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	12/31/2009		J ⁽¹⁾	324.8	A	\$ <mark>0</mark>	324.8	Ι	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. Transaction Code (Instr. 8)	of Expira		Expiration Date Am (Month/Day/Year) Set Un Det Set		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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Shares purchased under the Company's Employee Savings Plan in transactions exempt under Rule 16b-3(c)

By: Irene Marquard For: Donald A. Nolan

01/26/2010

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.