

**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**

**December 3, 2004
Date of Report**

AVERY DENNISON CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1 - 7685
(Commission File Number)

95-1492269
(IRS Employer
Identification No.)

**150 North Orange Grove Boulevard
Pasadena, California**
(Address of principal executive offices)

91103
(Zip Code)

Registrant's telephone number, including area code (626) 304-2000

(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 (see General Instruction A.2. below):

- 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))

Section 1 Registrant's Business and Operations

Item 1.01 Entry into a Material Definitive Agreement

(a) On December 2, 2004, the Board of Directors, as recommended by the Compensation and Executive Personnel Committee, approved the Company's 2005 Executive Variable Deferred Retirement Plan ("2005 EVDRP"), which provides eligible employees of the Company the opportunity to defer receipt of a portion of salary and bonus into certain investment alternatives. The 2005 EVDRP is intended to comply with the new requirements of the America Jobs Creation Act of 2004 and related regulations, and the material terms and conditions are otherwise generally similar to the 2004 EVDRP.

(b) On December 2, 2004, the Board of Directors, as recommended by the Compensation and Executive Personnel Committee, approved the Company's 2005 Directors Variable Deferred Compensation Plan ("2005 DVDCP"), which provides non-employee directors of the Company the opportunity to defer receipt of a portion of board retainers and fees into certain investment alternatives. The 2005 DVDCP is intended to comply with the new requirements of the America Jobs Creation Act of 2004 and related regulations, and the material terms and conditions are otherwise generally similar to the DVDCP.

Section 5 Corporate Governance and Management

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

On December 2, 2004, Avery Dennison Corporation (the "Company") issued a news release announcing that Rolf Börjesson has been elected as a director of the Company effective as of January 5, 2005. Mr. Börjesson was also named as a member of the Strategic Planning Committee of the Board of Directors. A copy of the aforementioned news release is attached as Exhibit 99.1 hereto.

Item 5.03 Amendment to Bylaws

Effective December 2, 2004, the Board of Directors amended Section 2 of Article III of the Company's Bylaws to increase the size of the Board of Directors from 12 to 13.

The text of the amended Section 2 of Article III of the Bylaws is attached as Exhibit 3.2.1 hereto.

Section 9 – Financial Statement and Exhibits

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.2.1	Amended Section 2 of Article III of the Bylaws
99.1	News release dated December 2, 2004

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.

Dated: December 3, 2004

AVERY DENNISON CORPORATION

By: /s/ DANIEL R. O'BRYANT

Name: Daniel R. O'Bryant
Title: Senior Vice President, Finance
and Chief Financial Officer

Article III — Directors

Section 2. *Number and Qualification of Directors.*

The number of directors of the corporation shall be thirteen (13) until changed by a bylaw amending this Section 2, duly adopted by the board of directors or by the stockholders.



Miller Corporate Center

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For Immediate Release

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**AVERY DENNISON ELECTS
ROLF BÖRJESSON NEW DIRECTOR**

PASADENA, Calif. – December 2, 2004 – Avery Dennison Corporation (NYSE:AVY) today announced that its board of directors has elected Rolf Börjesson as a director of the Company, effective January 5, 2005.

Börjesson, 62, is chairman of Rexam PLC, one of the world's top five consumer packaging companies and the leading beverage can manufacturer. Headquartered in London, U.K., Rexam reported revenue of £3.2 billion (\$6.1 billion) in 2003.

"We are pleased to have Rolf Börjesson join our board of directors," said Philip M. Neal, chairman and chief executive officer of Avery Dennison. "Rolf's superb strategic instincts and outstanding managerial skills have enabled Rexam to become one of the premier companies in the global consumer packaging industry. He is an exceptional leader with valuable international business expertise that will greatly benefit Avery Dennison as we continue to grow in markets around the world."

Börjesson joined Rexam in 1996 as chief executive officer and served in that role until May 2004 when he assumed the chairman position at the company. Under his leadership, Rexam completed a series of strategic actions, including the completion of more than 100 acquisitions and divestitures, which transformed the company from a diversified industrial conglomerate into a highly focused consumer packaging company. Rexam grew to become the world's largest producer of beverage cans during Börjesson's tenure, supplying its products to many leading global brand names.

Prior to joining Rexam, Börjesson was chief executive officer of European beverage packaging group PLM AB. During his years at the company, he oversaw significant expansion of the company's operations and market presence throughout Europe. Börjesson later directed the acquisition of PLM by Rexam in 1999. Before working at PLM, Börjesson served in senior management positions based in Europe at several U.S. companies, including ITT Industries and Dresser, Inc.

Börjesson serves as a director on the board of SCA AB (Svenska Cellulosa Aktiebolaget), one of the world's largest pulp and paper manufacturers based in Stockholm, Sweden. He is also a board member of Copenhagen Airports A/S, a publicly traded company in Denmark with international operations in China, Mexico and the U.K., as well as Scandinavia. In the past, he has been a board member of Svenska Handelsbanken, the Swedish international bank; Frigoscandia, a global leader in freezing technology for food applications; Midway, a Swedish investment company; and Invensys, a global automation, controls and process solutions company.

Börjesson earned a master of science degree in chemical engineering from the Chalmers Institute of Technology at the University of Gothenburg in Sweden. He is a Swedish citizen and currently lives in London.

Avery Dennison is a global leader in pressure-sensitive technology and innovative self-adhesive solutions for consumer products and label materials. Based in Pasadena, Calif., the Company had 2003 sales of \$4.8 billion. Avery Dennison develops, manufactures and markets a wide range of products for consumer and industrial markets, including Avery-brand office products and graphics imaging media, Fasson-brand self-adhesive materials, peel-and-stick postage stamps, reflective highway safety products, automated retail tag, labeling and branding systems, and specialty tapes and polymers.