| SEC Form 4 | |
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Cardis John T

 \Box

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person*

STATEMENT 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

2. Issuer Name and Ticker or Trading Symbol

Avery Dennison Corp [AVY]

| OWR APPRO | JVAL |
|------------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burg | den |
| hours per response: | 0.5 |

| 934 | | | | | 0.0 | |
|-----|--------------------|-------------------------------|-----------------|---------------|-----|--|
| | | | | | | |
| | 5. Relat (Check | ionship of R all applicabl | eporting Person | (s) to Issuer | | |
| | X | Director | | 10% Owner | | |

| 1 Title of Coourit | | | erivative s | Securities Acc | quired, Disp | oosed of, or Benef | , | Owned | 6 Ourporchin | 7 Naturo |
|-----------------------|---------|----------|-------------|-------------------------------|------------------|--------------------|------------|--|-------------------|----------------|
| (City) | (State) | (Zip) | | | | | | | | |
| (Street) PASADENA | CA | 91103 | | | | | Line) X | Form filed by On Form filed by Mo Person | | |
| | | | 4. If A | mendment, Date o | f Original Filed | (Month/Day/Year) | | /idual or Joint/Grou | o Filing (Check A | Applicable |
| (Last) 150 NORTH O | (First) | (Middle) | | e of Earliest Trans 5/2012 | action (Month/E | Day/Year) | | Officer (give title below) | Other below | (specify /) |
| | | | | | | | | Director | 1070 | JWIICI |

| 1. The of Security (instr. 3) | 2. Transaction Date (Month/Day/Year) | | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | Securities Beneficially Owned Following | Form: Direct (D) or Indirect (I) (Instr. 4) | of Indirect Beneficial Ownership (Instr. 4) | |
|-------------------------------|--|--|------|--|--------|---------------|---|---|--|-----------|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (1150. 4) |
| Common Stock | 04/27/2012 | | М | | 389 | Α | \$32.355 | 11,763 | 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) | | of E | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | derivative Securities Beneficially Owned | 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 | | | | |
| 2012 Director RSU Award | \$0 ⁽¹⁾ | 04/26/2012 | | A | | 1,569 | | 04/26/2013 | 04/26/2015 | Common Stock | 1,569 | \$0 | 1,569 | D | |
| 2012 Director Stock Option | \$31.87 ⁽²⁾ | 04/26/2012 | | A | | 6,318 | | 04/26/2013 | 04/26/2022 | Common Stock | 6,318 | \$0 | 6,318 | D | |
| 2011 Director RSU | \$32.355 ⁽³⁾ | 04/27/2012 | | М | | | 389 | 04/28/2012 | 04/28/2014 | Common Stock | 389 | \$0 | 781 | D | |

Explanation of Responses:

1. The restricted stock units vest in three cumulative installments of one-third on the first, second and third anniversaries of the date of the grant.

2. Options are exercisable in three cumulative installments of one-third on the first, second and third anniversaries of the date of the grant.

3. Each restricted stock unit represents a contingent right to receive one share of Avery Dennison Corporation common stock.

/s/ Barbara Bartoletti POA for

John T. Cardis

04/30/2012

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.