FORM 4

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

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

Washington,	D.C.	20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number: 3235-0287									
Estimated average burden									
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				or Se	ction 30(h) of the Ir	ivestme	nt Cor	npany Act of 1	.940						
1. Name and Address of Reporting Person*  Nolan Donald A			l	er Name <b>and</b> Ticke y Dennison C	_		<b>,</b> _			ationship of Reporting all applicable) Director	g Person(s) to Iss 10% C				
(Last) (First) (Middle) 150 NORTH ORANGE GROVE BLVD				3. Date of Earliest Transaction (Month/Day/Year) 02/28/2013							Officer (give title below)  President		Other (specify below)  Materials		
(Street) PASADENA CA 91103 (City) (State) (Zip)				4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Indiv Line) X	'				
		Table I - No	n-Deriva	ative S	Securities Acq	uired,	Dis	posed of, o	or Ben	eficially (	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 Disposed Of (D) (Instr.			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)	)									1,808	I	Savings Plan		
Common Stock			02/28/2	2013		M		11,228	A	\$40.905	17,830	D			
Common Stock 02/28				2013		F		3,670	D	\$40.905	14,160	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)		Derivati Securiti Acquire Dispose	Derivative Expiration Date (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4		and 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	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 <sup>(1)</sup>	02/28/2013		A		12,010		02/28/2014	03/01/2017	Common Stock	12,010	\$0	12,010	D	
2013 PU Award	\$0 <sup>(2)</sup>	02/28/2013		A		14,653		12/31/2015	03/01/2016	Common Stock	14,653	\$0	14,653	D	
2010 PSU award	\$0	02/28/2013		М			11,228	01/01/2013	03/01/2013	Common Stock	11,228	\$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

/s/ Barbara Bartoletti POA for Donald A. Nolan

03/01/2013

\*\* Signature of Reporting Person

Date

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.