

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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

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* <u>CLYDE TIMOTHY S</u> (Last) (First) (Middle) <u>150 NORTH ORANGE GROVE BLVD</u> (Street) <u>PASADENA CA 91103</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>AVERY DENNISON CORPORATION [AVY]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Group VP, Spec.Mtls.& Convtg.</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/24/2011</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Savings Plan | | | | | | | | 9,960.241 | I | Savings Plan |
| SHARE Plan | | | | | | | | 1,437.1719 | I | SHARE Plan |
| Common Stock | 02/24/2011 | | M | | 316 | A | \$39.32 | 2,190 | D | |
| Common Stock | 02/24/2011 | | M | | 235 | A | \$39.32 | 2,425 | D | |
| Common Stock | 02/24/2011 | | M | | 1,763 | A | \$39.32 | 4,188 | D | |
| Common Stock | 02/24/2011 | | M | | 1,656 | A | \$39.32 | 5,844 | D | |
| Common Stock | 02/24/2011 | | F | | 1,470 | D | \$39.32 | 4,374 | 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. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 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) | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| 2011 Stock Option | \$39.32 | 02/24/2011 | | A | | 61,800 | | 02/24/2012 ⁽¹⁾ | 02/24/2021 | Common Stock | 61,800 | \$0 | 61,800 | D | |
| 2011 PSU Award | \$0 | 02/24/2011 | | A | | 8,860 | | 02/27/2014 ⁽²⁾ | 02/27/2014 | Common Stock | 8,860 | \$0 | 8,860 | D | |
| 2005 DER | \$39.32 ⁽³⁾ | 02/24/2011 | | M | | 316 | | 02/24/2011 | 04/28/2011 | Common Stock | 316 | \$0 | 0 | D | |
| 2006 DER | \$39.32 ⁽⁴⁾ | 02/24/2011 | | M | | 235 | | 02/24/2011 | 04/28/2011 | Common Stock | 235 | \$0 | 0 | D | |
| 2005 RSU award | \$39.32 ⁽⁵⁾ | 02/24/2011 | | M | | 1,763 | | 02/24/2011 | 04/28/2011 | Common Stock | 1,763 | \$0 | 0 | D | |
| 2006 RSU award | \$39.32 ⁽⁶⁾ | 02/24/2011 | | M | | 1,656 | | 02/24/2011 | 04/28/2011 | Common Stock | 1,656 | \$0 | 0 | D | |

Explanation of Responses:

- Options are exercisable in cumulative installments of 25% on the first, second, third and fourth anniversary of the date of the grant.
- Performance units vest, if at all, on February 27, 2014, provided certain Company performance objectives are met. Each performance unit represents a contingent right to receive one share of Avery Dennison Corporation common stock.
- Settlement of dividend equivalent rights in connection with vesting of restricted stock units. The rights accrued when and as dividends were paid on the common stock. Each dividend right represents the right to receive one share of common stock.
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- Each restricted stock unit represents a contingent right to receive one share of Avery Dennison Corporation common stock.
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/s/ Barbara Bartoletti POA for 02/28/2011
Timothy S. Clyde

** Signature of Reporting Person Date

* 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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