

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

AVERY DENNISON CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

95-1492269

(I.R.S. Employer Identification No.)

**150 North Orange Grove Boulevard
Pasadena, California 91103**

(Address of Principal Executive Offices)

**AVERY DENNISON CORPORATION
STOCK OPTION AND INCENTIVE PLAN, AMENDED AND RESTATED
(Full title of the plan)**

**Susan C. Miller
Senior Vice President and General Counsel
Avery Dennison Corporation
150 North Orange Grove Boulevard
Pasadena, California 91103
(626) 304-2000**

(Name, address and telephone number, including area code, of agent for service)

**Copy to:
J. Scott Hodgkins
Latham & Watkins LLP
355 South Grand Avenue
Los Angeles, California 90071
(213) 485-1234**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be Registered	Proposed maximum offering price per share (1)	Proposed maximum aggregate offering price (1)	Amount of registration fee(2)
Common Stock, \$1.00 par value per share to be issued under the Stock Option and Incentive Plan, amended and restated	2,800,000	\$37.65	\$105,420,000.00	\$7,516.45

- (1) For purposes of computing the registration fee only. Pursuant to Rule 457(c) and (h), the Proposed Maximum Offering Price Per Share is based upon the average of the high and low prices for the Company's Common Stock on the composite tape for the New York Stock Exchange on May 12, 2010.
- (2) Pursuant to Rule 457(p) under the Securities Act, a registration fee of \$63,350 was paid with respect to securities available for issuance under a registration statement on Form S-3 (registration No. 333-120239) filed by Avery Dennison Corporation on November 5, 2004. Pursuant to Rule 457(b) and 457(p), \$29,890.30 of prepaid registration fees is presently available for offset. The \$7,516.45 registration fee associated with this registration statement is hereby offset against the prepaid registration fees made in connection with the securities available for issuance under Registration No. 333-120239. A separate S-8 registration statement registering obligations in accordance with the Avery Dennison Corporation 2005 Executive Variable Retirement Plan, Amended and Restated, has been filed on the same day as this registration statement and for purpose of the application of the filing fee is deemed to have been filed prior to this filing, and a separate S-8 registration statement registering shares under the Avery Dennison Corporation Employee Savings Plan, Amended and Restated, will be filed on the same day as this registration statement and for purpose of the application of the filing fee is deemed to be filed subsequent to this filing. Since the prepaid registration fees completely offset the registration fee for this filing, no additional registration fee is being paid for this filing, and, following this filing, \$22,373.85 will remain available for future offset under Registration No. 333-120239 against registration fees that would otherwise be payable.

EXPLANATORY NOTE

Avery Dennison Corporation (the “Company”) is filing this registration statement pursuant to General Instruction E of Form S-8 (the “Registration Statement”) to register an additional 2,800,000 shares of the Company’s common stock which may be issued under the Company’s Stock Option and Incentive Plan, amended and restated April 22, 2010. Such shares under the Company’s Stock Option and Incentive Plan are additional securities of the same class as other securities for which previous registration statements on Form S-8 were filed with the Securities and Exchange Commission (“SEC”) on July 24, 2008 (File No. 333-152508), April 29, 2005 (File No. 333-124495) and July 25, 2003 (File No. 333-107371). The information contained in the Registration Statements on Form S-8 originally filed by the Company with the Securities and Exchange Commission on (File nos. 333-152508, 333-124495 and 333-107371), pursuant to the Securities Act of 1933, as amended, are incorporated by reference into this Registration Statement, except for the information presented in Part II, Item 3. Incorporation of Documents by Reference and Item 8. Exhibits.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed with the SEC by the Company are incorporated as of their respective dates in this Registration Statement by reference:

- a. The Company’s Annual Report on Form 10-K for the fiscal year ended January 2, 2010;
- b. The Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended April 3, 2010; and
- c. The description of the Company’s common stock and the preferred share purchase rights contained in the Company’s Registration Statement on Form S-3 filed with the Commission on November 14, 2007 (File No. 333-147369).

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, are incorporated by reference in this Registration Statement and are a part hereof from the date of filing such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

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|------|---|
| 4.1 | Avery Dennison Corporation Stock Option and Incentive Plan, amended and restated (incorporated by reference to Exhibit D to the Company’s 2010 Proxy Statement on Schedule 14A, filed on March 19, 2010). |
| 5.1 | Opinion of Latham & Watkins LLP. |
| 23.1 | Consent of PricewaterhouseCoopers LLP. |
| 23.2 | Consent of Latham & Watkins LLP (included in Exhibit 5.1). |
| 24 | Power of Attorney (included in page S-1). |

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pasadena, State of California, on this 13th day of May, 2010.

EVERY DENNISON CORPORATION.

By: /s/ Daniel R. O'Bryant
Daniel R. O'Bryant
Executive Vice President, Finance and Chief Financial Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby authorizes Dean A. Scarborough, Daniel R. O'Bryant, Mitchell R. Butier, Susan C. Miller and Richard P. Randall or any of them, as attorney-in-fact, with full power of substitution, to sign on his or her behalf, individually and in such capacity stated below, and to file any amendments, including post-effective amendments or supplements, to this Registration Statement.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dean A. Scarborough</u> Dean A. Scarborough	Chairman, President and Chief Executive Officer	May 13, 2010
<u>/s/ Daniel R. O'Bryant</u> Daniel R. O'Bryant	Executive Vice President, Finance and Chief Financial Officer	May 13, 2010
<u>/s/ Mitchell R. Butier</u> Mitchell R. Butier	Corporate Vice President Global Finance and Chief Accounting Officer	May 13, 2010
<u>/s/ Peter W. Mullin</u> Peter W. Mullin	Director	May 13, 2010
<u>/s/ David E. I. Pyott</u> David E. I. Pyott	Director	May 13, 2010
<u>/s/ Julia A. Stewart</u> Julia A. Stewart	Director	May 13, 2010
<u>/s/ Peter K. Barker</u> Peter K. Barker	Director	May 13, 2010
<u>/s/ John T. Cardis</u> John T. Cardis	Director	May 13, 2010
<u>/s/ Rolf Borjesson</u> Rolf Borjesson	Director	May 13, 2010
<u>/s/ Patrick T. Siewert</u> Patrick T. Siewert	Director	May 13, 2010
<u>/s/ Ken C. Hicks</u> Ken C. Hicks	Director	May 13, 2010
<u>/s/ Debra L. Reed</u> Debra L. Reed	Director	May 13, 2010
<u>/s/ Bradley A. Alford</u> Bradley A. Alford	Director	May 13, 2010

EXHIBIT INDEX

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24	Power of Attorney (included in page S-1).

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LATHAM & WATKINS LLP

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May 14, 2010

Avery Dennison Corporation
 150 North Orange Grove Blvd.
 Pasadena, California 91103

Re: Registration Statement on Form S-8 for Avery Dennison Corporation Stock Option and Incentive Plan, Amended and Restated

Ladies and Gentlemen:

We have acted as special counsel to Avery Dennison Corporation, a Delaware corporation (the "Company"), in connection with the proposed issuance of up to 2,800,000 shares of common stock, \$1.00 par value per share (the "Shares"), to be issued pursuant to the Company's Stock Option and Incentive Plan, Amended and Restated (the "Plan"), pursuant to a registration statement on Form S-8 under the Securities Act of 1933, as amended (the "Act"), filed with the Securities and Exchange Commission (the "Commission") on May 14, 2010 (the "Registration Statement"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, other than as to the validity of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

Subject to the foregoing, it is our opinion that, as of the date hereof, when certificates representing the Shares in the proper form have been signed by an authorized officer of the transfer agent and registrar therefor, and have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by the Plan, assuming in each case that the individual grants or awards under the Plan are duly authorized by all necessary corporate action and duly granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance

LATHAM & WATKINS^{LLP}

therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 26, 2010 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in the 2009 Annual Report to Shareholders, which is incorporated by reference in Avery Dennison Corporation's Annual Report on Form 10-K for the year ended January 2, 2010. We also consent to the incorporation by reference of our report dated February 26, 2010 relating to the financial statement schedule, which appears in such Annual Report on Form 10-K.

PricewaterhouseCoopers LLP

Los Angeles, California

May 12, 2010