

Avery Dennison Corp
Form 4
March 02, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCARBOROUGH DEAN A

(Last) (First) (Middle)
207 GOODE AVENUE
(Street)

GLENDALE, CA 91203

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Avery Dennison Corp [AVY]

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/26/2015		M	A	\$ 19,111 54.26	D	
Common Stock	02/26/2015		F	D	\$ 9,973 54.26	D	
Common Stock	02/26/2015		M	A	\$ 13,207 54.26	D	
Common Stock	02/26/2015		F	D	\$ 6,154 54.26	D	
Common Stock	02/26/2015		M	A	\$ 64,936 54.26	D	

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Common Stock	02/26/2015	F	33,884	D	\$ 54.26	145,486	D	
Common Stock						20	I	By Son
Common Stock						148	I	Owned By Spouse
Common Stock (savings Plan)						38,499.3045	I	Savings Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
2013 Msu Award	\$ 0	02/26/2015		M		02/27/2014	03/01/2017	Common Stock	19,111 (1)
2014 Msu Award	\$ 0	02/26/2015		M		02/26/2015	02/27/2018	Common Stock	13,207 (2)
2012 PU Award	\$ 0	02/26/2015		M		02/26/2015	02/26/2015	Common Stock	64,936 (3)
2015 PU Award	\$ 0	02/26/2015		A		02/26/2018	02/26/2018	Common Stock	47,254 (4)
2015 MSU Award	\$ 0	02/26/2015		A		02/26/2016	02/26/2019	Common Stock	50,887 (5)
Common Stock Units	\$ 0					08/08/1988	08/08/1988	Common Stock	3,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCARBOROUGH DEAN A 207 GOODE AVENUE GLENDALE, CA 91203			Chairman and CEO	

Signatures

/s/ Erica Perry POA for Dean A. Scarborough	03/02/2015
<u> </u> Signature of Reporting Person	Date

Explanation of Responses:

* 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).

(1) Shares reflect the vesting of the second tranche of market leveraged stock units granted in February 2013 at 154% of target based on our absolute total shareholder return during 2013-2014, plus dividend equivalents accrued during the period.

(2) Shares reflect the vesting of the first tranche of market leveraged stock units granted in February 2014 at 108% of target based on our absolute total shareholder return during 2014.

(3) Shares reflect the vesting of performance units granted in February 2012 at 107% of target based on our relative total shareholder return during 2012-2014.

(4) Performance units vest, if at all, at the end of fiscal year 2017, provided certain Company performance objectives are met as determined in February 2018. Each performance unit represents a contingent right to receive one share of Avery Dennison Corporation common stock.

(5) Market leveraged stock units vest 25% over one-, two-, three- and four-year performance periods using a conversion formula under which the number of shares earned is adjusted at each vesting date based on the percentage change in the Company's 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, plus dividend equivalents.

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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