

Avery Dennison Corp
 Form 4
 February 29, 2016

FORM 4

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

OMB APPROVAL

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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 *
GRAVANIS GEORGES

(Last) (First) (Middle)
 207 GOODE AVE.
 (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)
 02/25/2016

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)
 President, Materials Group

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	02/25/2016		M		2,572 A \$ 65.68	3,789	D
Common Stock	02/25/2016		M		2,003 A \$ 65.68	5,792	D
Common Stock	02/25/2016		M		1,943 A \$ 65.68	7,735	D
Common Stock	02/25/2016		M		12,996 A \$ 65.68	20,731	D

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

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(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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date		
2013 MSU Award	\$ 0	02/25/2016		M	V	(A) 2,572 (1)	(D)	02/27/2014 03/01/2017	Common Stock	2,572
2014 MSU Award	\$ 0	02/25/2016		M		(A) 2,003 (2)		02/26/2015 02/27/2018	Common Stock	2,003
2015 MSU Award	\$ 0	02/25/2016		M		(A) 1,943 (3)		02/26/2016 02/26/2019	Common Stock	1,943
2013 PU Award	\$ 0	02/25/2016		M		(A) 12,996 (4)		02/28/2016 02/28/2016	Common Stock	12,996
2016 MSU Award	\$ 0	02/25/2016		A		(A) 6,173 (5)		02/25/2017 02/25/2020	Common Stock	6,173
2016 PU Award	\$ 0	02/25/2016		A		(A) 7,195 (6)		02/25/2019 02/25/2019	Common Stock	7,195

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAVANIS GEORGES 207 GOODE AVE. GLENDALE, CA 91203			President, Materials Group	

Signatures

/s/ Erica Perry POA for Georges Gravanis 02/29/2016

**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 third tranche of market leveraged stock units granted in February 2013 at 179% of target based on our absolute total shareholder return during 2013-2015, plus dividend equivalents accrued during the period.
- (2) Shares reflect the vesting of the second tranche of market leveraged stock units granted in February 2014 at 125% of target based on our absolute total shareholder return during 2014-2015, plus dividend equivalents accrued during the period.
- (3) Shares reflect the vesting of the first tranche of market leveraged stock units granted in February 2015 at 109% of target based on our absolute total shareholder return in excess of 10% during 2015, plus dividend equivalents accrued during the period.
- (4) Shares reflect the vesting of performance units granted in February 2013 at 200% of target, 75% based on our cumulative economic value added of his business group and 25% on our relative total shareholder return performance objectives established for the award.
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 at each vesting date is 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.
- (5) Performance units vest, if at all, at the end of fiscal year 2018, provided certain Company performance objectives are met as determined in February 2019. Each performance unit represents a contingent right to receive one share of Avery Dennison Corporation common stock.
- (6)

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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