

Avery Dennison Corp
 Form 4
 March 03, 2014

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 *
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)
 02/27/2014

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, President 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)
			Code	V	Amount	(D)	Price
Common Stock (Savings Plan)					36,787	I	Savings Plan
Common Stock (SHARE Plan)					4,412	I	SHARE Plan
Common Stock	02/27/2014		M		11,780	A	\$ 49.245
	02/27/2014		A ⁽³⁾		5,375	A	97,655

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Common Stock					\$				
					49.245				
Common Stock	02/27/2014		F	6,449	D	\$	91,206	D	
					49.245				

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 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)	8. Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2014 MSU Award	\$ 0 ⁽¹⁾	02/27/2014		A		47,621		02/27/2015	02/27/2018	Common Stock	47,621
2014 PU Award	\$ 0 ⁽²⁾	02/27/2014		A		49,763		02/27/2017	02/27/2017	Common Stock	49,763
2014 MSU Award	\$ 0	02/27/2014		A		47,621		02/27/2015	02/27/2018	Common Stock	47,621
2011 PU Award	\$ 0	02/27/2014		J		42,000 ⁽⁴⁾		02/27/2014	02/27/2014	Common Stock	42,000
2013 MSU Award	\$ 49.245 ⁽¹⁾	02/27/2014		M		11,780		02/27/2014	03/01/2017	Common Stock	11,780

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCARBOROUGH DEAN A
207 GOODE AVENUE
GLENDALE, CA 91203

Chairman, President and CEO

Signatures

/s/ Barbara Bartoletti POA for Dean A.
Scarborough

03/03/2014

__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) 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, 2016, provided certain Company performance objectives are met as determined in February 2017. Each performance unit represents a contingent right to receive one share of Avery Dennison Corporation common stock.
 - (3) Additional acquired shares reflect the vesting of the first tranche of market leveraged stock units granted in February 2013 at 142% of target based on our absolute total shareholder return during 2013, plus payment of accrued dividend equivalents.
 - (4) The performance objective established for this award was not achieved, resulting in the cancellation of the award.

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