

Avery Dennison Corp
Form 4
March 02, 2015

FORM 4

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

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

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hill Anne

(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
____X____ Officer (give title below) ____ Other (specify below)

Sr. VP & Chief HR Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/26/2015		M		3,544	A	\$ 54.26	22,522	D
Common Stock	02/26/2015		F		1,340	D	\$ 54.26	21,182	D
Common Stock	02/26/2015		M		2,824	A	\$ 54.26	24,006	D
Common Stock	02/26/2015		F		1,062	D	\$ 54.26	22,944	D
Common Stock	02/26/2015		M		13,117	A	\$ 54.26	36,061	D

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Common Stock	02/26/2015	F	6,845	D	\$ 54.26	29,216	D	
Common Stock (savings Plan)						2,589.5969	I	Savings Plan

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
2013 Msu Award	\$ 0	02/26/2015		M	3,544 (1)	02/27/2014 03/01/2017	Common Stock 3,544
2014 Msu Award	\$ 0	02/26/2015		M	2,824 (2)	02/26/2015 02/27/2018	Common Stock 2,824
2012 Pu Award	\$ 0	02/26/2015		M	13,117 (3)	02/26/2015 02/26/2015	Common Stock 13,117
2015 PU Award	\$ 0	02/26/2015		A	10,954 (4)	02/26/2018 02/26/2018	Common Stock 10,954
2015 MSU Award	\$ 0	02/26/2015		A	11,795 (5)	02/26/2016 02/26/2019	Common Stock 11,795

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hill Anne 207 GOODE AVENUE GLENDALE, CA 91203	Sr. VP & Chief HR Officer

Signatures

/s/ Erica Perry POA for
Anne Hill

03/02/2015

__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, plus dividend equivalents accrued during the period.
- (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.

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

- 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.
- (5)

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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