

Avery Dennison Corp
Form 4
March 04, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Butier Mitchell R

(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)
03/02/2015

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)
President, COO and CFO

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)
				(A) or (D)	Price		
Common Stock	03/02/2015		J ⁽¹⁾	V	9,785	D	\$ 48.87 37,431
Common Stock	03/02/2015		M		19,040	A	\$ 53.63 56,471
Common Stock	03/02/2015		F		9,936	D	\$ 53.63 46,535
Common Stock (savings Plan)							3,535.0875 I Savings Plan

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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)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
2014 RSU Award	\$ 0	03/02/2015		J ⁽²⁾		40,929	12/01/2014	12/01/2016	Common Stock	40,929
2015 RSU Award	\$ 0	03/02/2015		A		38,081 ⁽³⁾	03/02/2015	03/02/2018	Common Stock	38,081
2015 RSU Award	\$ 0	03/02/2015		M		19,040 ⁽⁴⁾	03/02/2015	03/02/2018	Common Stock	19,040

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Butier Mitchell R 207 GOODE AVENUE GLENDALE, CA 91203			President, COO and CFO	

Signatures

/s/ Erica Perry POA for Mitchell R.
Butier
Date: 03/04/2015

**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).

Reversal of net shares received at vesting of the first tranche of previously-granted restricted stock units in connection with the voiding of (1) such grant following determination that it did not meet the three-year minimum vesting requirement for time-vesting full-value awards set forth in the Company's equity plan.

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- (2) Voiding of previously-granted award following determination that award did not meet the three-year minimum vesting requirement for time-vesting full-value awards set forth in the Company's equity plan.

The restricted stock units vest in three installments, 50% on the grant date, 40% on December 1, 2016 and 10% on the three-year

- (3) anniversary of the grant date. Each restricted stock unit represents a contingent right to receive one share of Avery Dennison Corporation common stock.

- (4) Shares reflect the vesting of the first tranche of restricted stock units granted on March 2, 2015.

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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