

SCARBOROUGH DEAN A
 Form 4/A
 March 04, 2013

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)
150 NORTH ORANGE GROVE BLVD

 (Street)
PASADENA, CA 91103

 (City) (State) (Zip)

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

 3. Date of Earliest Transaction (Month/Day/Year)
02/28/2013

 4. If Amendment, Date Original Filed (Month/Day/Year)
03/01/2013

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock (SHARE Plan)				(A)	4,384	I	SHARE Plan
Common Stock (Savings Plan)				(A)	39,162	I	Savings Plan
Common Stock	02/28/2013		M	40,950 A	\$ 114,407	D	
	02/28/2013		F	17,877 D	96,530	D	

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Common Stock \$ 40.905

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

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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
2013 MSU Award	\$ 0 ⁽¹⁾	02/28/2013		A	47,120	02/28/2014 03/01/2017	Common Stock	47,120
2013 PU Award	\$ 0 ⁽²⁾	02/28/2013		A	57,488	12/31/2013 03/01/2016	Common Stock	57,488
2010 PU Award	\$ 0	02/28/2013		M	40,950	01/01/2013 03/01/2013	Common Stock	40,950

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCARBOROUGH DEAN A 150 NORTH ORANGE GROVE BLVD PASADENA, CA 91103			Chairman, President and CEO	

Signatures

/s/ Barbara Bartoletti POA for Dean A. Scarborough 03/04/2013

**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)

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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, 2015, provided certain Company performance objectives are met as determined in February 2016. Each performance unit represents a contingent right to receive one share of Avery Dennison Corporation common stock.

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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