Avery Dennison Corp Form 4 March 02, 2015

FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or Form 5 obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SCARBOROUGH DEAN A			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Avery Dennison Corp [AVY]	(Check all applicable)			
(Last) (First) (Middle) 207 GOODE AVENUE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/26/2015	Director 10% Owner Specify below) below)			
				Chairman and CEO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
GLENDALE, CA 91203			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired Disposed of or Ranaficially Owner			

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	. 8)		l of (D) 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	02/26/2015		Code V M	Amount 19,111	(D)	Price \$ 54.26	117,354	D	
Common Stock	02/26/2015		F	9,973	D	\$ 54.26	107,381	D	
Common Stock	02/26/2015		M	13,207	A	\$ 54.26	120,588	D	
Common Stock	02/26/2015		F	6,154	D	\$ 54.26	114,434	D	
Common Stock	02/26/2015		M	64,936	A	\$ 54.26	179,370	D	

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Common Stock	02/26/2015	F	33,884	D	\$ 54.26	145,486	D	
Common Stock						20	I	By Son
Common Stock						148	I	Owned By Spouse
Common Stock (savings Plan)						38,499.3045	I	Savings Plan

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)	4. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Nun Shai
2013 Msu Award	\$ 0	02/26/2015	M		19,111 (1)	02/27/2014	03/01/2017	Common Stock	1
2014 Msu Award	\$ 0	02/26/2015	M		13,207 (2)	02/26/2015	02/27/2018	Common Stock	1
2012 PU Award	\$ 0	02/26/2015	M		64,936 (3)	02/26/2015	02/26/2015	Common Stock	ϵ
2015 PU Award	\$ 0	02/26/2015	A	47,254 (4)		02/26/2018	02/26/2018	Common Stock	4
2015 MSU Award	\$ 0	02/26/2015	A	50,887 (5)		02/26/2016	02/26/2019	Common Stock	5
Common Stock Units	\$ 0					08/08/1988	08/08/1988	Common Stock	3,1

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCARBOROUGH DEAN A 207 GOODE AVENUE GLENDALE, CA 91203

Chairman and CEO

Signatures

/s/ Erica Perry POA for Dean A. Scarborough

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.
- (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 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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