

Avery Dennison Corp  
Form 4  
May 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 \*  
Sullivan Martha N.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
207 GOODE AVENUE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/01/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)

GLENDALE, CA 91203  
(City) (State) (Zip)

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

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 (A) or (D) Price			
Common Stock	05/01/2015		M	1,015 A \$ 55.84	2,167	D	
Common Stock	05/01/2015		M	859 A \$ 55.84	3,026	D	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
2013 Director RSU Award	\$ 0	05/01/2015		M	1,015 (1)	05/01/2014	05/01/2016	Common Stock	1,015
2014 Director RSU Award	\$ 0	05/01/2015		M	859 (2)	05/01/2015	05/01/2017	Common Stock	859
2015 Director RSU Award	\$ 0	05/01/2015		A	2,239 (3)	05/01/2016	05/01/2018	Common Stock	2,239
Common Stock Units - DDECP	\$ 0					08/08/1988	08/08/1988	Common Stock	4,546

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sullivan Martha N. 207 GOODE AVENUE GLENDALE, CA 91203		X		

## Signatures

/s/ Erica Perry POA for Martha N. Sullivan 05/04/2015

\*\*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).
- (1) Shares reflect the vesting of the second tranche of restricted stock units granted on May 1, 2013.
- (2) Shares reflect the vesting of the first tranche of restricted stock units granted on May 1, 2014.
- (3) The restricted stock units vest in three cumulative installments of one-third on the first, second and third anniversaries of the date of the grant. Each restricted stock unit represents a contingent right to receive one share of Avery Dennison Corporation common stock.

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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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