

AVERY DENNISON CORPORATION

Form 8-K

January 16, 2003

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SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report: **January 14, 2003**
(Date of Earliest Event Reported)

AVERY DENNISON CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

1-7685
(Commission File Number)

95-1492269
(I.R.S. Employer
Identification No.)

150 N. Orange Grove Boulevard
Pasadena, California 91103
(Address of Principal Executive Offices) (Zip Code)

(626) 304-2000

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

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ITEM 5. Other Events.

ITEM 7. Financial Statements Pro Forma Financial Information and Exhibits.

SIGNATURE

EXHIBIT 1.1

EXHIBIT 1.2

EXHIBIT 4.2

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ITEM 5. Other Events.

On July 3, 2001, Avery Dennison Corporation (the Company) filed with the Securities and Exchange Commission (the Commission) a registration statement on Form S-3 (File No. 333-64558) (the Registration Statement), relating to the registration under the Securities Act of 1933, as amended, of up to \$600,000,000 aggregate offering price of securities, which Registration Statement was declared effective on July 12, 2001.

On January 14, 2003, the Company initiated the offering of \$250,000,000 aggregate principal amount of its 4.875% Senior Notes due 2013 (the Notes due 2013) and \$150,000,000 aggregate principal amount of its 6.000% Senior Notes due 2033 (the Notes due 2033), and together with Notes due 2013, the Notes) pursuant to an underwriting agreement dated as of January 14, 2003 (the Underwriting Agreement), as supplemented by a pricing agreement dated as of January 14, 2003 (the Pricing Agreement), by and among the Company and Goldman, Sachs & Co., Salomon Smith Barney Inc., Banc of America Securities LLC, J.P.Morgan Securities Inc., Wachovia Securities, Inc., (the Underwriters). The Company expects to complete the sale, and the Underwriters expect to deliver the Notes, on or about January 17, 2003. The terms and conditions of the Notes and related matters are set forth in the Indenture, dated as of July 3, 2001, between the Company and J.P.Morgan Trust Company, National Association (successor to Chase Manhattan Bank and Trust Company, National Association), as trustee (the Indenture) and, pursuant to Section 301 of the Indenture, the Officer's Certificate. Each of the Underwriting Agreement, the Pricing Agreement, the Officer's Certificate, the form of Notes due 2013 and the form of Notes due 2033 is filed herewith as an Exhibit and incorporated herein by this reference.

ITEM 7. Financial Statements Pro Forma Financial Information and Exhibits.

(c) The following exhibits are filed as part of this Report.

- 1.01 Underwriting Agreement, dated January 14, 2003, by and among the Company and Goldman, Sachs & Co., Salomon Smith Barney Inc., Banc of America Securities LLC, J.P.Morgan Securities Inc., Wachovia Securities, Inc., as representatives of the several underwriters named therein.
 - 1.02 Pricing Agreement, dated January 14, 2003, by and among the Company and Goldman, Sachs & Co., Salomon Smith Barney Inc., Banc of America Securities LLC, J.P.Morgan Securities Inc., Wachovia Securities, Inc., as representatives of the several underwriters named therein.
 - 4.01 Indenture, dated as of dated as of July 3, 2001, between the Company and J.P.Morgan Trust Company, National Association (successor to Chase Manhattan Bank and Trust Company, National Association), as trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Form S-3 dated July 3, 2001).
 - 4.02 Officer's Certificate, dated as of January 14, 2003, pursuant to Section 301 of the Indenture.
 - 4.03 Form of 4.875% Notes due 2013.
 - 4.04 Form of 6.000% Notes due 2033.
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AVERY DENNISON CORPORATION

Date: January 16, 2003

By: /s/ Daniel R. O Bryant

Name: Daniel R. O Bryant
Title: Chief Financial Officer and
Senior Vice President, Finance