

Avery Dennison Corp
 Form 4
 May 02, 2016

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)
 04/29/2016

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	04/29/2016		M	1,015 A \$ 72.82	4,111	D	
Common Stock	04/29/2016		M	859 A \$ 72.82	4,970	D	
Common Stock	04/29/2016		M	746 A \$ 72.82	5,716	D	

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
2013 Director RSU Award	\$ 0	04/29/2016 ⁽¹⁾		M		05/01/2014	05/01/2016	Common Stock	1,015
2014 Director RSU Award	\$ 0	04/29/2016 ⁽¹⁾		M		05/01/2015	05/01/2017	Common Stock	859
2015 Director RSU Award	\$ 0	04/29/2016 ⁽¹⁾		M		05/01/2016	05/01/2018	Common Stock	746
2016 Director RSU Award	\$ 0	05/01/2016 ⁽⁵⁾		A		05/01/2017	05/01/2019	Common Stock	1,922
Common Stock Units - DDECP	\$ 0					08/08/1988	08/08/1988	Common Stock	5,983

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 05/02/2016

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) Because the vesting date of the restricted stock units fell on a weekend, they vested on April 29, 2016, the last trading day prior to the vesting date.
- (2) Shares reflect the vesting of the third tranche of restricted stock units granted on May 1, 2013.
- (3) Shares reflect the vesting of the second tranche of restricted stock units granted on May 1, 2014.
- (4) Shares reflect the vesting of the first tranche of restricted stock units granted on May 1, 2015.
- (5) Because the grant date of the restricted stock units fell on a weekend, the grant date fair market value was based on April 29, 2016, the last trading day prior to the grant date.
- (6) The restricted stock units vest in three cumulative installments on the first, second and third anniversaries of the date of grant. Each restricted stock 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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