

VAN SCHOONENBERG ROBERT G
 Form 4
 January 05, 2009

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 *
 VAN SCHOONENBERG ROBERT G

2. Issuer Name and Ticker or Trading Symbol
 AVERY DENNISON CORPORATION [AVY]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 150 NORTH ORANGE GROVE BOULEVARD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/19/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec.VP/Chief Legal Off.

PASADENA, CA 91103

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	12/19/2008		G	D	\$ 32.72	28,246	D
Common Stock	12/31/2008		A ⁽¹⁾	A	\$ 0	33,495	D
Common Stock	12/31/2008		F	D	\$ 32.495	31,618	D
Common Stock						4,419.18	I
Common Stock						5,875.003	I
							SHARE Plan
							Savings Plan

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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)

Table with columns: 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). Row 1: Deferred Common Stock, \$0, 12/31/2008, A, 2,819, 08/08/1988(2), 08/08/1988(2), Common Stock, 2,819.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Row 1: VAN SCHOONENBERG ROBERT G, 150 NORTH ORANGE GROVE BOULEVARD, PASADENA, CA 91103, Exec. VP/Chief Legal Off.

Signatures

By: Irene Marquard For: Robert G. van Schoonenberg 01/05/2009
**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) Common stock issued upon the vesting of performance - based restricted stock units in connection with the reporting person's retirement, in a transaction exempt from Section 16(b) under Rule 16b-3 (d).
Deferred common stock represents the right to receive shares of common stock under performance units that vested in connection with
(2) the reporting person's retirement, in a transaction exempt from Section 16(b) under Rule 16b-3 (d). The shares will be issued six months following retirement.

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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