DIXON DIANE B Form 4

March 01, 2010

FORM 4

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

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person *

DIXON DIANE B

(Last)

(First) (Middle)

150 N. ORANGE GROVE BLVD

(Street)

02/26/2010

(Zip)

4. If Amendment, Date Original

Symbol

Filed(Month/Day/Year)

(Month/Day/Year)

3.

AVERY DENNISON

CORPORATION [AVY]

3. Date of Earliest Transaction

OMB APPROVAL

OMB Number:

3235-0287

January 31, Expires:

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response...

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5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) below)

Sr. VP, Corp.Comm. & Adv.

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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

(City) (State)

PASADENA, CA 91103

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if

(Month/Day/Year)

Code (Instr. 8)

TransactionAcquired (A) or

Code V Amount (D) Price

Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

(A)

Securities Beneficially Owned

Following Reported Transaction(s) (Instr. 3 and 4)

5. Amount of

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and Expiration (Month/Day/Year)

7. Title and Amo Underlying Secu (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	•			
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Employee Stock Option (Right to Buy)	\$ 31.665	02/26/2010		A	14,994	02/26/2011(1)	02/26/2020	Common Stock	14
Restricted Stock Units	\$ 0 (2)	02/26/2010		A	3,906	01/15/2011(3)	01/15/2014(3)	Common Stock	3,

Reporting Owners

Paparting Owner Name / Address	Relationships

Director 10% Owner Officer Other

DIXON DIANE B 150 N. ORANGE GROVE BLVD PASADENA, CA 91103

Sr. VP, Corp.Comm. & Adv.

Signatures

By: Irene Marquard For: Diane B.

Dixon 03/01/2010

**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) Options are exercisable in four cumulative installments of 25% each year beginning on the first anniversary date of the grant, which is the date given .
- (2) Each restricted stock unit represents a contingent right to receive one share of Avery Dennison Corporation common stock.
 - The restricted stock units vest in four cumulative installments of 25 % each year beginning on the 15th of January, and on the same date each year thereafter. If the reporting person's employment is terminated for cause or voluntarily terminated prior to that date, the restricted
- (3) each year thereafter. If the reporting person's employment is terminated for cause or voluntarily terminated prior to that date, the restricted stock units will be forfeited.

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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