CLYDE TIMOTHY S

Form 4 March 07, 2011

FORM 4

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

OMB APPROVAL OMB

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CLYDE TIMOTHY S	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 BLVD	3. Date of Earliest Transaction (Month/Day/Year) 03/03/2011	Director 10% Owner Officer (give title Other (specify below) Group VP, Spec.Mtls.& Convtg.			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PASADENA, CA 91103		Form filed by More than One Reportin			

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		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 Beneficial Ownership (Instr. 4)	
Savings Plan			Code V	Amount	(D)	Price	9,960.241	I	Savings Plan
SHARE Plan							1,437.1719	I	SHARE Plan
Common Stock	03/03/2011		M	10,000	A	\$ 41.38	14,374	D	
Common Stock	03/03/2011		M	1,115	A	\$ 41.38	15,489	D	
Common Stock	03/03/2011		F	4,078	D	\$ 41.38	11,411	D	

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

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SEC 1474 (9-02)

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)	Secur Acqu or Di (D)	rities ired (A) sposed of : 3, 4,	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 or Number of Shares
2008 RSU award	\$ 41.38 (1)	03/03/2011		M		10,000	03/03/2011	03/03/2011	Common Stock	10,000
2008 DER	\$ 41.38 (2)	03/03/2011		M		1,115	03/03/2011	03/03/2011	Common Stock	1,115

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CLYDE TIMOTHY S 150 NORTH ORANGE GROVE BLVD PASADENA, CA 91103

Group VP, Spec.Mtls.& Convtg.

Signatures

/s/ Barbara Bartoletti POA for Timothy S.
Clyde
03/07/2011

**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) Each restricted stock unit represents a contingent right to receive one share of Avery Dennison Corporation common stock.
- (2) Settlement of dividend equivalent rights in connection with vesting of restricted stock units. The rights accrued when and as dividends were paid on the common stock. Each dividend right represents the right to receive one share of 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. 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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