

SCARBOROUGH DEAN A  
 Form 4/A  
 March 04, 2013

**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 \*  
 SCARBOROUGH DEAN A

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

PASADENA, CA 91103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Avery Dennison Corp [AVY]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/28/2013

4. If Amendment, Date Original Filed(Month/Day/Year)  
 03/01/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chairman, President and CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock (SHARE Plan)       |                                      |  |                                | (A) Amount  | 4,384   | I  | SHARE Plan                        |
| Common Stock (Savings Plan)     |                                      |  |                                | (A) Amount  | 39,162  | I  | Savings Plan                      |
| Common Stock                    | 02/28/2013                           |  | M                              | 40,950 A \$ 40.905  | 114,407   | D  |                                   |
|                                 | 02/28/2013                           |  | F                              | 17,877 D  | 96,530  | D  |                                   |

Common Stock \$ 40.905

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** 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) | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| 2013 MSU Award                             | \$ 0 <sup>(1)</sup>                                    | 02/28/2013                           |  | A                              | 47,120  | 02/28/2014 03/01/2017                                    | Common Stock  | 47,120                     |
| 2013 PU Award                              | \$ 0 <sup>(2)</sup>                                    | 02/28/2013                           |  | A                              | 57,488  | 12/31/2013 03/01/2016                                    | Common Stock  | 57,488                     |
| 2010 PU Award                              | \$ 0   | 02/28/2013                           |  | M                              | 40,950  | 01/01/2013 03/01/2013                                    | Common Stock  | 40,950                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| SCARBOROUGH DEAN A<br>150 NORTH ORANGE GROVE BLVD<br>PASADENA, CA 91103 |               |           | Chairman, President and CEO |       |

## Signatures

/s/ Barbara Bartoletti POA for Dean A.  
Scarborough 03/04/2013

\*\*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)

## Edgar Filing: SCARBOROUGH DEAN A - Form 4/A

Market leveraged stock units vest 25% on each of the four anniversaries of the grant date using a conversion formula under which the number of shares earned is adjusted at each vesting date based on the percentage change in the Companys stock price plus dividend equivalents accrued during the vesting period. Each marked leveraged stock unit represents a contingent right to receive one share of Avery Dennison Corporation common stock.

- (2) Performance units vest, if at all, on December 31, 2015, provided certain Company performance objectives are met as determined in February 2016. Each performance 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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