

RODRIGUEZ KARYN E
Form 4
January 24, 2012

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RODRIGUEZ KARYN E

(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)

01/23/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

Vice President and Treasurer

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

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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Savings Plan								3,286.931	I	Savings Plan
Common Stock	01/23/2012		M		798	A	\$ 29.155	3,129	D	
Common Stock	01/23/2012		M		627	A	\$ 29.155	3,756	D	
Common Stock	01/23/2012		M		463	A	\$ 29.155	4,219	D	
Common Stock	01/23/2012		F		335	D	\$ 29.155	3,884	D	

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Common Stock	01/23/2012	F	263	D	\$ 29.155	3,621	D
Common Stock	01/23/2012	F	194	D	\$ 29.155	3,427	D

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

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(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 Securities (Instr. 3 and 4)	8. P		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2009 RSU award	\$ 0 ⁽¹⁾	01/23/2012		M		798		01/15/2011	01/15/2013	Common Stock	798
2010 RSU award	\$ 0 ⁽¹⁾	01/23/2012		M		627		01/15/2011	01/15/2014	Common Stock	627
2011 RSU Award	\$ 0 ⁽¹⁾	01/23/2012		M		463		01/15/2012	01/15/2015	Common Stock	463

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RODRIGUEZ KARYN E 150 NORTH ORANGE GROVE BLVD PASADENA, CA 91103	Vice President and Treasurer

Signatures

/s/ Barbara Bartoletti POA for Karyn E.
Rodriguez

01/24/2012

__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.

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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