

SCARBOROUGH DEAN A
 Form 4/A
 February 06, 2013

FORM 4

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

OMB APPROVAL

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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)
01/15/2013

 4. If Amendment, Date Original Filed(Month/Day/Year)
01/16/2013

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock (Savings Plan) | | | | | 38,529 | I | Savings Plan |
| Common Stock (SHARE Plan) | | | | | 4,311 | I | SHARE Plan |
| Common Stock | 01/15/2013 | | M | 11,379 (1) | A \$ 35.75 | 77,816 | D |
| | 01/15/2013 | | F | 4,359 | D | 73,457 | D |

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Common Stock \$ 35.75

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)

| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| 2012 RSU Award | \$ 35.75 (2) | 01/15/2013 | | M | 11,379 | 01/15/2013 01/15/2016 | Common Stock | 11,379 |

Reporting Owners

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

Signatures

/s/ Barbara Bartoletti POA for Dean A.
Scarborough 02/06/2013

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) Administrative error in previous filing. Transaction indicated disposition rather than acquisition of shares
- (2) 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. 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.