

Avery Dennison Corp
 Form 4
 February 06, 2017

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 *
 Miller Susan C

(Last) (First) (Middle)
 207 GOODE AVENUE
 (Street)

GLENDALE, CA 91203

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/03/2017

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)
 Senior VP, Gen Counsel & Secty

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) | (A) or (D) | 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 | Price | | |
| Common Stock | 02/03/2017 ⁽¹⁾ | | M | | 52,920 | A \$ 39.32 | 59,438 | D |
| Common Stock | 02/03/2017 ⁽¹⁾ | | S | | 52,920 | D \$ 79.16 ⁽²⁾ | 6,518 | D |
| Common Stock | 02/03/2017 ⁽¹⁾ | | M | | 38,110 | A \$ 30.5 | 44,628 | D |
| Common Stock | 02/03/2017 ⁽¹⁾ | | S | | 38,110 | D \$ 79.17 ⁽³⁾ | 6,518 | D |
| Common Stock | 02/03/2017 ⁽¹⁾ | | M | | 13,035 | A \$ 52.115 | 19,553 | D |

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| | | | | | | | | |
|-----------------------------|---------------------------|---|--------|---|------------------------|-------------|---|--------------|
| Common Stock | 02/03/2017 ⁽¹⁾ | S | 13,035 | D | \$ 79.17 <u>(4)</u> | 6,518 | D | |
| Common Stock | | | | | | 17,405.7058 | I | EVDRP |
| Common Stock (Savings Plan) | | | | | | 674.8322 | I | Savings Plan |

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.

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| 2011 Employee Stock Option | \$ 39.32 | 02/03/2017 ⁽¹⁾ | | M | 52,920 | 02/24/2012 ⁽⁵⁾ 02/24/2021 | Common Stock | 52,920 |
| 2012 Employee Stock Option | \$ 30.5 | 02/03/2017 ⁽¹⁾ | | M | 38,110 | 02/23/2013 ⁽⁵⁾ 02/23/2022 | Common Stock | 38,110 |
| 2008 Employee Stock Option | \$ 52.115 | 02/03/2017 ⁽¹⁾ | | M | 13,035 | 02/28/2009 ⁽⁵⁾ 02/28/2018 | Common Stock | 13,035 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Miller Susan C
207 GOODE AVENUE
GLENDALE, CA 91203

Senior VP, Gen Counsel & Secty

Signatures

Erica Perry POA for Susan C
Miller

02/06/2017

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) Transaction occurred pursuant to a Rule 10b5-1 Trading Plan established prior to the trade date.

This transaction was executed in multiple trades at prices ranging from \$78.79 to \$79.92. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) This transaction was executed in multiple trades at prices ranging from \$78.79 to \$79.86. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(4) This transaction was executed in multiple trades at prices ranging from \$78.79 to \$79.82. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(5) Stock options vest in cumulative installments of 25% on the first, second, third and fourth anniversary of the date of the grant.

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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