STANDER DEON Form 4

March 04, 2019

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

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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 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading STANDER DEON Issuer Symbol Avery Dennison Corp [AVY] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 207 GOODE AVE. 02/28/2019 below) VP/General Manager, RBIS (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting GLENDALE, CA 91203 Person

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acqui	red, Disposed of	, 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. Transactic Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/28/2019		Code V M	Amount 2,929	(D)	Price \$ 107.92	(Instr. 3 and 4) 18,963	D	
Common Stock	02/28/2019		F	1,313	D	\$ 107.92	17,650	D	
Common Stock	02/28/2019		M	1,437	A	\$ 107.92	19,087	D	
Common Stock	02/28/2019		F	639	D	\$ 107.92	18,448	D	
Common Stock	02/28/2019		M	834	A	\$ 107.92	19,282	D	

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Common Stock	02/28/2019	F	371	D	\$ 107.92	18,911	D
Common Stock	02/28/2019	M	20,138	A	\$ 107.92	39,049	D
Common Stock	02/28/2019	F	8,943	D	\$ 107.92	30,106	D
Common Stock	02/28/2019	S	7,500	D	\$ 109.51	22,606	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 onDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
2015 MSU Award	\$ 0	02/28/2019		M		2,929 (1)	02/26/2016	02/28/2019	Common Stock	2,92
2016 MSU Award	\$ 0	02/28/2019		M		1,437 (2)	02/25/2017	02/27/2020	Common Stock	1,43
2017 MSU Award	\$ 0	02/28/2019		M		834 (3)	02/23/2018	02/23/2021	Common Stock	834
2018 MSU Award	\$ 0	02/28/2019		M		0 (4)	02/22/2019	02/22/2022	Common Stock	0
2016 PU Award	\$ 0	02/28/2019		M		20,138 (5)	02/25/2019	02/25/2019	Common Stock	20,13
2019 MSU Award	\$ 0	02/28/2019		A	3,571 (6)		02/28/2020	02/28/2023	Common Stock	3,57
2019 PU	\$ 0	02/28/2019		A	4,509		02/28/2022	02/28/2022	Common	4,50

Award (7) Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STANDER DEON 207 GOODE AVE. GLENDALE, CA 91203

VP/General Manager, RBIS

Signatures

/s/ Vikas Arora POA for Deon Stander 03/04/2019

**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).
- Shares reflect the vesting of the fourth tranche of market-leveraged stock units granted in February 2015 at 200% of target based on our (1) absolute total stockholder return in excess of 10% during the 2015-2018 performance period, plus dividend equivalents accrued during the period.
- Shares reflect the vesting of the third tranche of market-leveraged stock units granted in February 2016 at 188% of target based on our absolute total stockholder return in excess of 10% during the 2016-2018 performance period, plus dividend equivalents accrued during the period.
- Shares reflect the vesting of the second tranche of market-leveraged stock units granted in February 2017 at 137% of target based on our absolute total stockholder return in excess of 10% during the 2017-2018 performance period, plus dividend equivalents accrued during the period.
- (4) The first tranche of market-leveraged stock units granted in February 2018 were cancelled since the threshold level of performance was not achieved based on our absolute total stockholder return during the 2018 performance period.
- (5) Shares reflect the vesting of performance units granted in February 2016 at 200% of target, 75% based on RBIS' cumulative economic value added and 25% on our relative total stockholder return.
- Market-leveraged stock units vest 25% over one-, two-, three- and four-year performance periods, with the number of shares paid on each vesting date based on the percentage change in the Company's stock price, plus dividend equivalents accrued during the vesting period.

 Each market-leveraged stock unit represents a contingent right to receive one share of Avery Dennison Corporation common stock, plus dividend equivalents.
- Performance units vest, if at all, at the end of fiscal year 2021, provided certain performance objectives are met as determined by the Compensation Committee in February 2022. 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. 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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