

EVERY DENNISON CORPORATION
 Form 3/A
 December 16, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Miller Susan C</p> <p>(Last) (First) (Middle)</p> <p>150 N. ORANGE GROVE BLVD.</p> <p>(Street)</p> <p>PASADENA, Â CAÂ 91103</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/01/2008</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>AVERY DENNISON CORPORATION [AVY]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior VP and General Counsel</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>03/03/2008</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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(Instr. 5)

Employee Restricted Stock Units	Â (1)	Â (1)	Common Stock	1,000	\$ (2)	D	Â
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Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Miller Susan C 150 N. ORANGE GROVE BLVD. PASADENA, CA 91103	Â	Â	Â Senior VP and General Counsel	Â	

Signatures

By: Irene Marquard For: Susan C.
Miller 12/16/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) The restricted stock units were omitted from the reporting person's original Form 3. The restricted stock units vested on December 1, 2008, at which time Avery Dennison Corporation retained 389 restricted stock units in satisfaction of the minimum tax withholding obligations attributable to such vesting, and 699 shares of Avery Dennison Corporation common stock were issued (including 88 shares that were issued pursuant to the accrual of dividend equivalents).
- (2) Each restricted stock unit represents a contingent right to receive one share of Avery Dennison Corporation common stock together with a number of shares of "dividend equivalents" equal in value to the amount of dividends paid on each share of 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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