

Miller Susan C
Form 4
March 04, 2019

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)
02/28/2019

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)	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
Common Stock	02/28/2019		M		5,593	A	\$ 107.92
Common Stock	02/28/2019		F		2,783	D	\$ 107.92
Common Stock	02/28/2019		M		3,180	A	\$ 107.92
Common Stock	02/28/2019		F		1,577	D	\$ 107.92
Common Stock	02/28/2019		M		1,863	A	\$ 107.92

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Common Stock	02/28/2019	F	924	D	\$ 107.92	18,761	D	
Common Stock	02/28/2019	M	14,852	A	\$ 107.92	33,613	D	
Common Stock	02/28/2019	F	7,364	D	\$ 107.92	26,249	D	
Common Stock	02/28/2019 ⁽¹⁾	S	12,840	D	\$ 108.88	13,409	D	
Common Stock						16,427.2261	I	EVDRP
Common Stock (Savings Plan)						698.3433	I	Savings Plan

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 Security (Instr. 3 and 4)	
				Code	V	(A)	(D)	Title	Amount or Number of Shares
2015 MSU Award	\$ 0	02/28/2019		M		5,593	<u>(2)</u>	02/26/2016 02/28/2019	Common Stock 5,593
2016 MSU Award	\$ 0	02/28/2019		M		3,180	<u>(3)</u>	02/25/2017 02/25/2020	Common Stock 3,180
2017 MSU Award	\$ 0	02/28/2019		M		1,863	<u>(4)</u>	02/23/2018 02/23/2021	Common Stock 1,863
2018 MSU Award	\$ 0	02/28/2019		M		0	<u>(5)</u>	02/22/2019 02/22/2022	Common Stock 0

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2016 PU Award	\$ 0	02/28/2019	M	14,852 (6)	02/25/2019	02/25/2019	Common Stock	14,852
2019 MSU Award	\$ 0	02/28/2019	A	3,737 (7)	02/28/2020	02/28/2023	Common Stock	3,737
2019 PU Award	\$ 0	02/28/2019	A	4,545 (8)	02/28/2022	02/28/2022	Common Stock	4,545

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

/s/ Vikas Arora POA for Susan C Miller
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).

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

Shares reflect the vesting of the fourth tranche of market-leveraged stock units granted in February 2015 at 200% of target based on our absolute total stockholder return in excess of 10% during the 2015-2018 performance period, plus dividend equivalents accrued during the period.

(3) 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.

(4) 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.

(5) 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.

(6) Shares reflect the vesting of performance units granted in February 2016 at 200% of target, 50% based on our company's cumulative economic value added and 50% on our relative total stockholder return.

(7) 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.

(8) 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.

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