

Avery Dennison Corp
 Form 3
 December 01, 2016

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)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â JOHANSEN MICHAEL | | (Month/Day/Year) | Avery Dennison Corp [AVY] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 12/01/2016 | | |
| 207 GOODE AVE. | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | (give title below) (specify below) | |
| GLENDALE,Â CAÂ 91203 | | | VP/GM, PT & Bonding Solutions | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock (Savings Plan) | 3,798.1487 | I | Savings Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

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

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| | | | | Shares | | (I) (Instr. 5) | |
|----------------|------------|------------|--------------|----------------------|------|-------------------|-----|
| 2013 MSU Award | 02/27/2014 | 02/23/2017 | Common Stock | 1,344 ⁽¹⁾ | \$ 0 | | D Â |
| 2014 MSU Award | 02/26/2015 | 02/22/2018 | Common Stock | 2,613 ⁽¹⁾ | \$ 0 | | D Â |
| 2014 PU Award | 02/23/2017 | 02/23/2017 | Common Stock | 5,460 ⁽²⁾ | \$ 0 | | D Â |
| 2015 MSU Award | 02/25/2016 | 02/28/2019 | Common Stock | 4,229 ⁽¹⁾ | \$ 0 | | D Â |
| 2015 PU Award | 02/22/2018 | 02/22/2018 | Common Stock | 5,236 ⁽³⁾ | \$ 0 | | D Â |
| 2016 MSU Award | 02/23/2017 | 02/27/2020 | Common Stock | 4,525 ⁽¹⁾ | \$ 0 | | D Â |
| 2016 PU Award | 02/28/2019 | 02/28/2019 | Common Stock | 5,273 ⁽⁴⁾ | \$ 0 | | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHANSEN MICHAEL 207 GOODE AVE. GLENDALE, CA 91203 | Â | Â | Â VP/GM, PT & Bonding Solutions | Â |

Signatures

/s/ Erica Perry POA for Michael
Johansen

12/01/2016

**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) Market leveraged stock units vest 25% over one-, two-, three- and four-year performance periods using a conversion formula under which the number of shares earned is adjusted at each vesting date based on the percentage change in the Company's stock price plus dividend equivalents accrued during the vesting period. Each marked leveraged stock unit represents a contingent right to receive one share of Avery Dennison Corporation common stock, plus dividend equivalents.

(2) Performance units vest, if at all, at the end of fiscal year 2016, provided certain Company performance objectives are met as determined in February 2017. Each performance unit represents a contingent right to receive one share of Avery Dennison Corporation common stock.

(3) Performance units vest, if at all, at the end of fiscal year 2017, provided certain Company performance objectives are met as determined in February 2018. Each performance unit represents a contingent right to receive one share of Avery Dennison Corporation common stock.

(4) Performance units vest, if at all, at the end of fiscal year 2018, provided certain Company performance objectives are met as determined in February 2019. Each performance unit represents a contingent right to receive one share of Avery Dennison Corporation common stock.

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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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