

Sullivan Martha N.
Form 4
May 02, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Sullivan Martha N.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

GLENDALE, CA 91203

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 05/01/2018 | | M | 747 A \$ 104.8 | 8,708 | D | |
| Common Stock | 05/01/2018 | | M | 641 A \$ 104.8 | 9,349 | D | |
| Common Stock | 05/01/2018 | | M | 1,678 A \$ 104.8 | 11,027 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|-----------------------------|--|------------------|---|--------------|-------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| 2015 Director RSU Award | \$ 0 | 05/01/2018 | | M | | <u>747</u> ⁽¹⁾ | | 05/01/2016 | 05/01/2018 | Common Stock | 747 |
| 2016 Director RSU Award | \$ 0 | 05/01/2018 | | M | | <u>641</u> ⁽²⁾ | | 05/01/2017 | 05/01/2019 | Common Stock | 641 |
| 2017 Director RSU Award | \$ 0 | 05/01/2018 | | M | | 1,678 | | 05/01/2018 | 05/01/2018 | Common Stock | 1,678 |
| 2018 Director RSU Award | \$ 0 | 05/01/2018 | | A | | <u>1,336</u> ⁽³⁾ | | 05/01/2019 | 05/01/2019 | Common Stock | 1,336 |
| Common Stock Units - DDECP | \$ 0 | | | | | | | 08/08/1988 | 08/08/1988 | Common Stock | 8,474 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Sullivan Martha N. 207 GOODE AVENUE GLENDALE, CA 91203 | X | | | |

Signatures

/s/ Erica Perry POA for Martha N Sullivan 05/02/2018

__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) Shares reflect the vesting of the third tranche of restricted stock units granted on May 1, 2015.

(2) Shares reflect the vesting of the second tranche of restricted stock units granted on May 1, 2016.

(3) The restricted stock units vest on the first anniversary of the grant date. Each restricted stock 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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