

CLYDE TIMOTHY S
Form 4
March 04, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
CLYDE TIMOTHY S

(Last) (First) (Middle)
150 NORTH ORANGE GROVE
BLVD
(Street)

PASADENA, CA 91103

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2013

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)
President, SM

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	(D)	Price
Common Stock	03/04/2013		M		17,763	A	\$ 20.64
Common Stock	03/04/2013		M		3,289	A	\$ 20.64
Common Stock	03/04/2013	03/04/2013	M		13,818	A	\$ 31.665
Common Stock	03/04/2013		M		12,520	A	\$ 30.5
Common Stock	03/04/2013		S		47,390	D	\$ 40.6316
							26,565
							29,854
							43,672
							56,192
							8,802

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

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SEC 1474
(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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2009 Stock Option	\$ 20.64	03/04/2013		M	17,763	02/26/2010 02/26/2019	02/26/2019	Common Stock	17,763
2009 Feb Clyde grant	\$ 20.64	03/04/2013		M	3,289	02/26/2010 02/26/2019	02/26/2019	Common Stock	3,289
2010 Stock Option	\$ 31.665	03/04/2013	03/04/2013	M	13,818	02/26/2011 02/26/2020	02/26/2020	Common Stock	13,818
2012 Stock Option	\$ 30.5	03/04/2013		M	12,520	02/23/2013 02/23/2022	02/23/2022	Common Stock	12,520

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CLYDE TIMOTHY S
150 NORTH ORANGE GROVE BLVD
PASADENA, CA 91103

President, SM

Signatures

/s/ Barbara Bartoletti POA for Timothy S. Clyde

03/04/2013

__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).

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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