

Avery Dennison Corp
 Form 3
 May 04, 2015

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 GRAVANIS GEORGES | | | (Month/Day/Year) | | Avery Dennison Corp [AVY] | |
| (Last) | (First) | (Middle) | 05/01/2015 | | 4. Relationship of Reporting Person(s) to Issuer | |
| 207 GOODE AVE. | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (Street) | | | | | (Check all applicable) | |
| GLENDALE,Â CAÂ 91203 | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President, Materials Group | |
| | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

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) |
|------------------------------------|--|---|--|

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)

| | | | | | |
|---|---|--|--|--|--|
| 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 (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

Edgar Filing: Avery Dennison Corp - Form 3

| | | | | | | | |
|--------------------------------------|------------|------------|--------------|-----------------------|----------|---|---|
| 2012 RSU Award | 01/15/2013 | 01/15/2016 | Common Stock | 1,267 ⁽¹⁾ | \$ 0 | D | Â |
| 2013 MSU Award | 02/27/2014 | 03/01/2017 | Common Stock | 2,663 ⁽²⁾ | \$ 0 | D | Â |
| 2013 PU Award | 02/28/2016 | 02/28/2016 | Common Stock | 6,498 ⁽³⁾ | \$ 0 | D | Â |
| 2014 MSU Award | 02/26/2015 | 02/27/2018 | Common Stock | 4,565 ⁽²⁾ | \$ 0 | D | Â |
| 2014 PU Award | 02/27/2017 | 02/27/2017 | Common Stock | 6,360 ⁽⁴⁾ | \$ 0 | D | Â |
| 2015 MSU Award | 02/26/2016 | 02/26/2019 | Common Stock | 6,958 ⁽²⁾ | \$ 0 | D | Â |
| 2015 PU Award | 02/26/2018 | 02/26/2018 | Common Stock | 6,461 ⁽⁵⁾ | \$ 0 | D | Â |
| Employee Stock Option (Right to Buy) | 12/01/2009 | 12/01/2015 | Common Stock | 12,951 ⁽⁶⁾ | \$ 59.47 | D | Â |
| Employee Stock Option (Right to Buy) | 12/07/2010 | 12/07/2016 | Common Stock | 12,317 ⁽⁶⁾ | \$ 67.8 | D | Â |
| Employee Stock Option (Right to Buy) | 02/28/2012 | 02/28/2018 | Common Stock | 15,189 ⁽⁶⁾ | \$ 52.12 | D | Â |
| Employee Stock Option (Right to Buy) | 02/23/2013 | 02/23/2022 | Common Stock | 5,100 ⁽⁶⁾ | \$ 30.5 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GRAVANIS GEORGES 207 GOODE AVE. GLENDALE, CA 91203 | Â | Â | Â President, Materials Group | Â |

Signatures

/s/ Erica Perry POA for Georges
Gravanis

05/01/2015

**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 vest in four cumulative installments of 25% each year beginning on January 15, 2013. Each restricted stock unit represents a contingent right to receive one share of Avery Dennison Corporation common stock.
 - (2) 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

Edgar Filing: Avery Dennison Corp - Form 3

Avery Dennison Corporation common stock, plus dividend equivalents.

(3) Performance units vest, if at all, at the end of fiscal year 2015, provided certain Company performance objectives are met as determined in February 2016. 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 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.

(5) 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.

(6) The stock options vest 100% on the four-year anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.