

VAN SCHOONENBERG ROBERT G
 Form 4
 January 05, 2009

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

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 *
 VAN SCHOONENBERG ROBERT G

2. Issuer Name and Ticker or Trading Symbol
 AVERY DENNISON CORPORATION [AVY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 150 NORTH ORANGE GROVE BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
 12/19/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec.VP/Chief Legal Off.

(Street)
 PASADENA, CA 91103

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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	12/19/2008		G	D	\$ 32.72	28,246	D
Common Stock	12/31/2008		A ⁽¹⁾	A	\$ 0	33,495	D
Common Stock	12/31/2008		F	D	\$ 32.495	31,618	D
Common Stock						4,419.18	I
Common Stock						5,875.003	I
							SHARE Plan
							Savings Plan

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Deferred Common Stock	\$ 0 ⁽²⁾	12/31/2008		A	2,819	08/08/1988 ⁽²⁾ 08/08/1988 ⁽²⁾	Common Stock	2,819

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

VAN SCHOONENBERG ROBERT G
150 NORTH ORANGE GROVE BOULEVARD
PASADENA, CA 91103

Exec.VP/Chief Legal Off.

Signatures

By: Irene Marquard For: Robert G. van Schoonenberg

01/05/2009

__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) Common stock issued upon the vesting of performance - based restricted stock units in connection with the reporting person's retirement, in a transaction exempt from Section 16(b) under Rule 16b-3 (d).
Deferred common stock represents the right to receive shares of common stock under performance units that vested in connection with
- (2) the reporting person's retirement, in a transaction exempt from Section 16(b) under Rule 16b-3 (d). The shares will be issued six months following retirement.

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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