

DIXON DIANE B
Form 5
February 02, 2010

FORM 5

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
DIXON DIANE B

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
02/02/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP, Corp.Comm. & Adv.

150 N. ORANGE GROVE BLVD
(Street)

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

6. Individual or Joint/Group Reporting
(check applicable line)

PASADENA, CA 91103

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	12/31/2009	^	J ⁽¹⁾	205.977 A \$ 0	3,779.069	I	SHARE Plan
Common Stock	12/31/2009	^	J ⁽²⁾	262.285 A \$ 0	302.149	I	Savings Plan
Common Stock	^	^	^	^ ^ ^	748	D	^
Common Stock	^	^	^	^ ^ ^	0	I	by Trust

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

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(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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Common Stock Units	\$ 0	12/31/2009	Â	J ⁽³⁾	62.747 Â	08/08/1988 08/08/1988	Common Stock 62.747

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIXON DIANE B 150 N. ORANGE GROVE BLVD PASADENA, CA 91103	Â	Â	Â Sr. VP, Corp.Comm. & Adv.	Â

Signatures

By: Irene Marquard For: Diane B. Dixon 02/02/2010

__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 purchased under the Company's SHARE Plan in transactions exempt under Rule 16b-3(c)
- (2) Shares purchased under the Company's Employee Savings Plan in transactions exempt under Rule 16b-3(c)
- (3) Includes stock units acquired upon the reinvestment of dividend equivalents under the Avery Capital Accumulation Plan ("CAP") in a transaction exempt under Rule 16a-11

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.