SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] <u>DIXON DIANE B</u>				2. Issuer Name and Ticker or Trading Symbol <u>AVERY DENNISON CORPORATION</u> [AVY]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify		
(Last) 150 N. ORANC) (First) (Middle) N. ORANGE GROVE BLVD		3. Date of Earliest Transaction (Month/Day/Year) 12/05/2003							X below) below) Sr. VP, Worldwide Comm. & Adv.			
(Street) PASADENA (City)	CA (State)	91103 (Zip)		4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Indi Line) X	- /		
		Table I - No	n-Deriva	ative S	ecurities Acqu	uired,	Disp	osed of,	or Ben	ficially	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 Disposed Of (D) (Instr. 3, 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
				Code	v	Amount	(A) or (D)	Price	- Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock			11/21/	/2003		G		488	D	\$ <mark>0</mark>	1,764	D	
Common Stock											3,017.26	I	SHARE Plan
Common Stock											4,549.998	I	Savings Plan
Common Stock											525.328	I	by Trust
		Table II -			curities Acqui lls. warrants. (wned		

5. Number of 3. Transaction Date 1. Title of Derivative 3A. Deemed 6. Date Exercisable and 7. Title and Amount 8. Price of Derivative 9. Number of 11. Nature 10. Z. Conversion Execution Date Transaction Expiration Date of Securities derivative Ownership of Indirect Security (Instr. 3) or Exercise Price of Underlying Derivative Security Security (Instr. 5) (Month/Day/Year) if any (Month/Day/Year) Code (Instr. Derivative (Month/Day/Year) Securities Form: Beneficial Direct (D) 8) Beneficially Ownership Securities Derivative Acquired (Instr. 3 and 4) Owned or Indirect (Instr. 4) Security (A) or Disposed Following (I) (Instr. 4) Reported of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount or Number Expiration of Date (A) (D) Title Shares Code ν Exercisable Date Employee Stock Option Commor 19.950 09/04/2013⁽¹⁾ 12/04/2003 19 950 \$55.55 Α 19 950 12/04/2013 \$<mark>0</mark> D Stock (Right to Buy)

Explanation of Responses:

1. Option vests nine years and nine months from the date of grant, but becomes eligible for accelerated vesting beginning three years from the date of grant, if the Company meets certain pre-established performance criteria.

> By: Irene S. Marquard For: Diane B. Dixon

** Signature of Reporting Person

Date

12/05/2003

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

* 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.

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 Number.

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