SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 [*] Baker-Nel Deena		2. Date of Requiring (Month/Da 09/01/20	Statement y/Year)	3. Issuer Name and Ticker or Trading Symbol <u>Avery Dennison Corp</u> [AVY]					
(Last) (First) 207 GOODE AVE	(Middle)	09/01/2020		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner		Fi	 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing 		
(Street) GLENDALE CA (City) (State)	91203 (Zip)	-		X Officer (give Other title below) below VP & Chief HR Officer		specify 0	X Form filed by One Reporting Person Form filed by More than One Reporting Person		
	Т	able I - Noi	n-Derivati	ive Securities Benefic	ially Ov	vned			
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Owne Form: D (D) or Ir (I) (Instr	Direct Own	4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Common Stock				2,829	E)			
Common Stock (Savings Plan)				1,110.58	I	Savings Plan			
	(e.g			e Securities Beneficia nts, options, converti					
1. Title of Derivative Secu	1		lls, warra cisable and ate		ble sec	4. Conversion or Exercise	Form:	6. Nature of Indirect Beneficial Ownership (Instr.	
1. Title of Derivative Secu	1	2. Date Exerce Expiration D	lls, warra cisable and ate	nts, options, converti 3. Title and Amount of Sec Underlying Derivative Sec (Instr. 4)	ble sec	urities) 4. Conversion	n Ownership	Indirect Beneficial	
1. Title of Derivative Secu 2016 RSU Award	1	., puts, cal 2. Date Exerc Expiration Da (Month/Day/\ Date	IIS, warra cisable and ate Year) Expiration	nts, options, converti 3. Title and Amount of Sec Underlying Derivative Sec (Instr. 4)	ble sec curities curity Amount or Number of	4. Conversion or Exercise Price of Derivative	e Ownership Form: Direct (D) or Indirect	Indirect Beneficial Ownership (Instr.	
	1	Date Exercisable	IIS, warra cisable and ate Year) Expiration Date	nts, options, converti 3. Title and Amount of Sec Underlying Derivative Sec (Instr. 4) Title	ble sec curities curity Amount or Number of Shares	4. Conversion or Exercise Price of Derivative Security	Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	Indirect Beneficial Ownership (Instr.	
2016 RSU Award	1	2. Date Exerc Expiration D (Month/Day/N Date Exercisable 12/01/2016 ⁽¹⁾	IIs, warra cisable and ate Year) Expiration Date 12/01/2020	nts, options, converti 3. Title and Amount of Sec Underlying Derivative Sec (Instr. 4) Title Common Stock	ble sec curities curity Amount or Number of Shares 750	4. Conversion or Exercise Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	Indirect Beneficial Ownership (Instr.	
2016 RSU Award 2017 MSU Award	1	2. Date Exercisable 12/01/2016 ⁽¹⁾ 02/23/2018 ⁽²⁾	IIS, warra cisable and ate Year) Expiration Date 12/01/2020 02/23/2021	Nts, options, converti 3. Title and Amount of Set Underlying Derivative Sec (Instr. 4) Title Common Stock Common Stock	ble sec curities curity Amount or Number of Shares 750 190	4. Conversion or Exercise Price of Derivative Security 0	 Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D 	Indirect Beneficial Ownership (Instr.	
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2016 RSU Award 2017 MSU Award 2018 MSU Award 2018 PU Award	1	., puts, cal 2. Date Exerc Expiration Di (Month/Day/N Date Exercisable 12/01/2016 ⁽¹⁾ 02/23/2018 ⁽²⁾ 02/22/2019 ⁽²⁾ 02/22/2021 ⁽³⁾	Expiration 02/22/2022 02/22/2021	Nts, options, converti 3. Title and Amount of Set Underlying Derivative Sec (Instr. 4) Title Common Stock	ble sec curities curity Amount or Number of Shares 750 190 607 1,239	4. Conversion or Exercised Price of Derivative Security 0 0 0 0	 Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D D D 	Indirect Beneficial Ownership (Instr.	
2016 RSU Award 2017 MSU Award 2018 MSU Award 2018 PU Award 2019 MSU Award	1	., puts, cal 2. Date Exerc Expiration D (Month/Day/A Date Exercisable 12/01/2016 ⁽¹⁾ 02/23/2018 ⁽²⁾ 02/22/2019 ⁽²⁾ 02/22/2021 ⁽³⁾ 02/28/2020 ⁽²⁾	Expiration 02/23/2021 02/22/2022 02/22/2021 02/28/2023	Nts, options, converti 3. Title and Amount of Sec Underlying Derivative Sec (Instr. 4) Title Common Stock Common Stock	ble sec curities curity Amount or Number of Shares 750 190 607 1,239 991	4. Conversion or Exercised Price of Derivative Security 0 0 0 0 0	 Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D D D D D 	Indirect Beneficial Ownership (Instr.	

Explanation of Responses:

1. Restricted stock units vest in equal installments on the first, second, third and fourth anniversaries of the grant date. 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, with the number of shares paid on each vesting date based on the Company's absolute total stockholder return, plus dividend equivalents accrued during the vesting period. Each market-leveraged stock unit represents a contingent right to receive one share of Avery Dennison Corporation common stock, plus dividend equivalents.

3. Performance units vest, if at all, at the end of fiscal year 2020, provided certain performance objectives are met as determined by the Compensation Committee in February 2021. 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 2021, provided certain performance objectives are met as determined by the Compensation Committee in February 2022. 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 2022, provided certain performance objectives are met as determined by the Compensation Committee in February 2023. Each performance unit represents a contingent right to receive one share of Avery Dennison Corporation common stock.

/s/ Maribel Cabrera POA

09/09/2020

for Deena Baker-Nel
** Signature of Reporting

Date

Person

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 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).

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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby authorizes each of Vikas Arora, Maribel Cabrera, and Jessita Usher of Avery Dennison Corporation (the "<u>Company</u>"), to execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, Forms 3, 4 and 5, and any amendments thereto, relating to the undersigned's beneficial ownership of securities in the Company and cause such form(s) to be filed with the United States Securities and Exchange Commission pursuant to Section 16(a) of the Securities Act of 1934, as amended (the "<u>Exchange Act</u>"). The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of, and transactions in, securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

In witness whereof, the undersigned has executed this Power of Attorney on August 31, 2020.

/s/ Deena Baker-Nel