

AVERY DENNISON CORPORATION

Form 3/A

December 16, 2008

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated 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 *

Â Miller Susan C

(Last)

(First)

(Middle)

150 N. ORANGE GROVE
BLVD.

(Street)

PASADENA,Â CAÂ 91103

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/01/2008

3. Issuer Name **and** Ticker or Trading Symbol

AVERY DENNISON CORPORATION [AVY]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Senior VP and General Counsel

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

03/03/2008

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting

Person

☐ 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)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

(Instr. 5)

Employee Restricted Stock Units	Â (1)	Â (1)	Common Stock	1,000	\$ (2)	D	Â
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Susan C 150 N. ORANGE GROVE BLVD. PASADENA, CA 91103	Â	Â	Â Senior VP and General Counsel	Â

Signatures

By: Irene Marquard For: Susan C.
Miller 12/16/2008

__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 were omitted from the reporting person's original Form 3. The restricted stock units vested on December 1, 2008, at which time Avery Dennison Corporation retained 389 restricted stock units in satisfaction of the minimum tax withholding obligations attributable to such vesting, and 699 shares of Avery Dennison Corporation common stock were issued (including 88 shares that were issued pursuant to the accrual of dividend equivalents).

(2) Each restricted stock unit represents a contingent right to receive one share of Avery Dennison Corporation common stock together with a number of shares of "dividend equivalents" equal in value to the amount of dividends paid on each share of common stock.

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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