

AVERY DENNISON CORPORATION  
Form 8-K  
December 11, 2008

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

December 4, 2008

Avery Dennison Corporation

(Exact name of registrant as specified in its charter)

Delaware

1-7685

95-1492269

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

150 North Orange Grove Boulevard, Pasadena,  
California

91103

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

626-304-2000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On December 4, 2008, Avery Dennison Corporation ("Company") announced that Robert G. van Schoonenberg is resigning from his position as secretary for the Company, effective as of December 5, 2008, and that he is also resigning from his position as executive vice president and chief legal officer, effective as of December 31, 2008, the date on which he is retiring from the Company.

The Company also announced that the Board of Directors ("Board") has elected Susan C. Miller as secretary for the Company, effective as of December 5, 2008. Ms. Miller is also continuing in her position as senior vice president and general counsel for the Company.

(e) On December 4, 2008, the Board ratified the actions of the Compensation and Executive Personnel Committee ("Committee") of the Board taken at a meeting of the Committee on that day. In response to Section 409A of the Internal Revenue Code ("Code"), the Committee approved the following amended plans and agreements: (i) forms of Employment Agreement, (ii) forms of Amendment to Employment Agreement, (iii) Amendment 1 to Retention Agreement, (iv) Director Equity Plan, amended and restated, (v) [form of Director Stock Option Agreement][?], (vi) 2005 DVDCP, amended and restated, (vii) 2005 EVDRP, amended and restated, (viii) Stock Option and Incentive Plan, amended and restated ("Stock Option Plan"), (ix) forms of Equity Agreements under Stock Option Plan, and (x) Benefit Restoration Plan, amended and restated.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Avery Dennison Corporation

*December 10, 2008*

By: */s/ Daniel R. O'Bryant*

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*Name: Daniel R. O'Bryant*

*Title: Executive Vice President, Finance and Chief Financial Officer*

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Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>                                    |
|--------------------|---|
| 10.10.19.9         | Forms of of Equity Agreements under Stock Option Plan |
| 10.15.1            | Director Equity Plan                                  |
| 10.18.2            | 2005 DVDCP, amended and restated                      |
| 10.19.8            | Stock Option and Incentive Plan, amended and restated |
| 10.31.2            | 2005 EVDRP, amended and restated                      |
| 10.32.1            | BRP, amended and restated                             |
| 10.8.3.1           | Forms of Employment Agreement                         |
| 10.8.3.2           | Forms of Amendment to Employment Agreement            |
| 10.8.4.1           | Amendment to Retention Agreement                      |