

Avery Dennison Corp
Form 11-K
June 26, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 11-K

**FOR ANNUAL REPORTS OF EMPLOYEE STOCK PURCHASE, SAVINGS AND SIMILAR PLANS
PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

(Mark One):

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2012

OR

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o TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 1-7685

AVERY DENNISON CORPORATION EMPLOYEE SAVINGS PLAN

(Full title of the plan and the address of the plan,
if different from that of the issuer named below)

AVERY DENNISON CORPORATION

150 North Orange Grove Blvd.

Pasadena, California 91103

(Name of issuer of the securities held pursuant to the plan
and the address of its principal executive office)

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EMPLOYEE SAVINGS PLAN

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Participants and the Administrator of

Avery Dennison Corporation Employee Savings Plan:

In our opinion, the accompanying statements of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of the Avery Dennison Corporation Employee Savings Plan (the Plan) at December 31, 2012 and 2011, and the changes in net assets available for benefits for the year ended December 31, 2012, in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2012 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan s management. This supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PricewaterhouseCoopers LLP

Los Angeles, California

June 26, 2013

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AVERY DENNISON CORPORATION
EMPLOYEE SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

| (In millions) | 2012 | December 31, | 2011 |
|--|----------|--------------|-------|
| ASSETS | | | |
| Investments, at fair value | \$ 758.7 | \$ | 673.9 |
| Receivables: | | | |
| Notes receivable from participants | 20.5 | | 19.5 |
| Other receivables | 1.1 | | .6 |
| Total assets | 780.3 | | 694.0 |
| LIABILITIES | | | |
| Other payables | .9 | | .3 |
| Total liabilities | .9 | | .3 |
| Net assets, reflecting investments at fair value | 779.4 | | 693.7 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | (5.9) | | (4.2) |
| Net assets available for benefits | \$ 773.5 | \$ | 689.5 |

See Notes to Financial Statements

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AVERY DENNISON CORPORATION
EMPLOYEE SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

| (In millions) | Year Ended December 31, 2012 |
|---|---------------------------------|
| Additions to net assets attributed to: | |
| Investment income: | |
| Interest income | \$ 3.9 |
| Dividend income | 18.0 |
| Net appreciation in fair value of investments | 72.8 |
| Net investment income | 94.7 |
| Interest on notes receivable from participants | .9 |
| Contributions: | |
| Participant contributions | 37.2 |
| Employer contributions | 25.6 |
| Total contributions | 62.8 |
| Total additions | 158.4 |
| Deductions from net assets attributed to: | |
| Benefits paid to participants | (70.5) |
| Administrative expenses | (.5) |
| Total deductions | (71.0) |
| Net increase in net assets available for benefits before plan transfers | 87.4 |
| Plan transfers | (3.4) |
| Net increase in net assets available for benefits | 84.0 |
| Net assets available for benefits: | |
| Beginning of year | 689.5 |
| End of year | \$ 773.5 |

See Notes to Financial Statements

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EVERY DENNISON CORPORATION

EMPLOYEE SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

1. Summary Description of the Plan

The following description of the Avery Dennison Corporation Employee Savings Plan (the Plan) is provided for financial reporting purposes only. For information regarding the terms and conditions of the Plan for benefit purposes, participants should refer to the Plan document.

General

The Plan covers eligible U.S. employees of Avery Dennison Corporation (the Company), the Plan Sponsor and Plan Administrator of the Plan. The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan constitutes a safe harbor 401(k) plan under the Internal Revenue Code (IRC).

Participant Contributions

Each newly-hired eligible employee is automatically enrolled in the Plan following 30 days of employment, unless the employee affirmatively elects within the first 30 days of employment not to contribute or to start his or her contributions earlier. Each eligible employee is automatically enrolled at a contribution level of 6 percent of his or her eligible compensation in the form of Pre-Tax Savings (PTS) contributions to his or her account, unless the employee affirmatively elects otherwise. Participants direct the investment of their contributions into various investment options offered under the Plan.

Effective January 1, 2012, all participants can contribute any whole percentage (up to 100 percent) of their eligible earnings as pre-tax contributions and between 1 to 25 percent of their eligible earnings as after-tax contributions, in each case, subject to applicable Internal Revenue Service (IRS) contribution limits. Participants can make one election that covers their regular pre-tax contributions and, if eligible, their catch-up contributions, subject to applicable IRS contribution limits. Separate catch-up contribution elections are no longer allowed.

A pre-tax contribution election automatically switches to an after-tax contribution election (referred to as the spillover feature) once a participant reaches his or her IRS annual pre-tax contribution limit during a calendar year, which remains in effect for the remainder of the year. At the start

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of each calendar year, participants' contributions will default to their pre-tax contribution election on file. Effective January 1, 2012, participants have the opportunity to opt out of the automatic spillover feature and stop their employee contributions once they reach the IRS annual pre-tax contribution limit for the given year.

Employer Contributions

The Company contribution consists of an automatic contribution equal to 3 percent of an eligible employee's eligible compensation regardless of his or her contributions to the Plan, and a matching contribution of 50 percent of the first 6 percent of eligible compensation that is contributed by an eligible employee each pay period (up to a maximum of 3 percent of eligible compensation). These Company contributions vest after two years of service.

An additional Company contribution feature provides an annual true-up contribution to ensure that participants receive the maximum Company matching contribution for which they are eligible. At the end of each year, the maximum Company matching contribution is calculated using the participant's annualized average contribution percentage. If the participant's actual Company matching contribution received for the year is less than the calculated maximum Company matching contribution, then the difference is deposited as a lump sum in the eligible participant's account following the Plan year end as soon as administratively feasible.

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All Company contributions are invested in the Company Stock Fund, a fund that, in addition to cash, primarily invests in Company common stock. Once the contribution is credited to a participant's account in the form of units in the fund, a participant may elect to direct his or her units to other available investment options at any time, subject to restrictions on transfer for certain employees at certain times, in accordance with the Company's insider trading policy.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's contributions, and earnings on all such contributions. The participant's entire benefit from the Plan is provided from the participant's vested account balance.

Stock Holding and Retirement Enhancement (SHARE) accounts are held under the Plan for participants who participated in the Company's SHARE Plan, which merged into the Plan effective November 30, 1997. SHARE accounts hold Company stock investments that participants may elect to transfer to other investment funds available under the Plan at any time, subject to restrictions on transfer for certain employees at certain times, in accordance with the Company's insider trading policy. A participant may also elect to transfer his or her SHARE account balance to the Avery Dennison Pension Plan upon termination, subject to Plan restrictions and requirements. See Note 3, Plan Transfers, for more information.

Rollovers

Eligible employees are permitted to make rollover contributions of eligible rollover distributions into the Plan, including direct rollovers.

Vesting and Forfeitures

Employee contributions and earnings thereon are immediately 100 percent vested. Company contributions and earnings thereon are 100 percent vested after two years of service. Vesting in Company contributions can occur as of an earlier date upon a participant's death or 65th birthday or if the Plan is terminated or discontinued, provided that the participant is an employee at that time. In addition, certain participants who die while performing qualified military service are fully vested in their Company contributions (and earnings) under the Plan. All SHARE accounts are 100 percent vested.

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If a participant's employment terminates prior to vesting, all Company contributions and earnings thereon are forfeited. Forfeitures of participants' unvested Company contributions may be used to pay administrative expenses of the Plan or to offset future Company contributions. The amount of forfeitures used to offset Company contributions and pay administrative expenses of the Plan was \$.6 million for the year ended December 31, 2012. The amount of forfeitures available to pay administrative plan expenses and offset future contributions as of December 31, 2012 and December 31, 2011 was \$.2 million and \$.1 million, respectively.

Payment of Benefits

Participants generally receive their vested account balance when they retire or terminate employment with the Company. Participants may make hardship withdrawals, withdrawals at age 59 ½, and certain other withdrawals from specified vested accounts during their employment, subject to legal and/or Plan restrictions and requirements.

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Notes Receivable from Participants (Participant Loans)

Participants have the right, subject to certain limitations and requirements, to borrow from certain accounts. In general, loans cannot exceed 50 percent of the participant's vested account balances at the time the loan is made and must bear reasonable interest rates commensurate with interest rates charged by persons in the business of lending money for loans made under similar circumstances. At the time that each loan is made, the interest rate is fixed at a rate equal to the prime rate (as published by Reuters) plus one percent established as of the first day of each plan quarter. Each loan is an asset of the applicable participant's account on the date of borrowing. The loan must be repaid within five years, unless the loan is for the purchase of a principal residence, in which case the loan term may be five, ten, or 15 years, as elected by the participant. Interest payments are credited to the applicable participant's account.

Administrative Expenses

Investment management fees and certain administrative expenses are paid by the Plan, as permitted by law. All other administrative expenses of the Plan are paid by the Company.

Plan Termination

The Company currently intends to continue the Plan. However, the Company reserves the right to change, amend, terminate or discontinue the Plan at any time. In the event of Plan termination, each affected participant would become 100 percent vested in his or her Company contributions and all of the assets in participant accounts would be distributed to the participants (or their beneficiaries).

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements are prepared on the accrual basis of accounting, in accordance with accounting principles generally accepted in the United States of America (GAAP).

Recent Accounting Pronouncements

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In October 2012, the Financial Accounting Standards Board (FASB) issued amendments on a wide range of topics including technical corrections and improvements to existing guidance. An amendment applicable to defined contribution plans requires that the fair value of plan investments be reduced by brokerage commissions and other costs normally incurred in a sale, if significant. The update is effective for annual periods beginning after December 15, 2012. The Company is in the process of evaluating the impact of the adoption of this guidance on the Plan s financial statements.

The FASB issued in December 2011, and amended in February 2013, disclosure requirements that require a company to disclose information about offsetting and related arrangements to enable readers of its financial statements to understand the effect of those arrangements on its financial position. These disclosures are required to be applied retrospectively for all prior periods presented and are effective for fiscal years beginning on or after January 1, 2013, and interim periods within those fiscal years. The Company does not expect adoption of these requirements to have a material impact on the Plan s financial statements.

In May 2011, the FASB issued updated guidance surrounding fair value accounting. The amendments are of two types: (i) those that clarify the FASB s intent about the application of existing fair value measurement and disclosure requirements and (ii) those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The update was effective for annual periods beginning after December 15, 2011, with early adoption not permitted. Other than requiring additional disclosures, the adoption of this guidance did not have a material impact on the Plan s financial statements.

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Risks and Uncertainties

The Plan's assets are invested at participants' discretion in Company common stock or various other investment fund options available under the Plan. The fund options may be invested in any combination of stocks, bonds, mutual funds and other investment securities with contractual cash flows, such as asset-backed securities, collateralized mortgage obligations and commercial mortgage-backed securities. The value, liquidity and related income of these securities are exposed to various risks, such as changes in interest rates, foreign currency exchange rates, credit quality, and volatility with respect to the holdings within individual funds (including the Company Stock Fund), as well as to changes in global economic conditions, including real estate values, delinquencies and defaults, and the outlook and performance of financial markets. Changes in the values of investment securities will affect participants' account balances and the amounts reported in the Plan's financial statements.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions for the reporting period and as of the financial statement date. These estimates and assumptions affect the reported amounts of net assets available for benefits and the reported amounts of changes in net assets available for benefits. Actual results could differ from these estimates.

Fully Benefit-Responsive Investment Contracts

Fully benefit-responsive investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attributable for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contracts as well as an adjustment for the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis for these types of contracts. Refer to Note 5, Investment Contracts, for more information.

Valuation of Investments

Investments are reported at fair value. Refer to Note 6, Fair Value Measurements, for more information.

Notes Receivable from Participants (Participant Loans)

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Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance would be reduced and a benefit payment would be recorded.

Income Recognition

Purchases and sales of securities are recorded on a trade-date basis. Dividend income is accrued on the ex-dividend date. Interest income from other investments is accrued as earned.

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Realized gains or losses on sales of securities are computed on an average cost basis. Unrealized appreciation or depreciation in the fair value of investments is the change in the fair value during the Plan's fiscal year.

Net appreciation (depreciation) in the fair value of investments includes gains and losses on investments bought and sold as well as held during the year, and is reported in the Statement of Changes in Net Assets Available for Benefits.

Leveraged Stock Fund

The Plan has a leveraged employee stock ownership feature, which allows the Plan to borrow funds to purchase shares of Company common stock at market prices. Company common stock purchased using these loan proceeds may be allocated to participant accounts to fund employer matching contributions. As of December 31, 2012 and 2011, there were no shares held in this fund.

Contributions

Participant and employer contributions are recorded on an accrual basis. The Company's automatic contribution, matching contribution, and true-up contribution are invested in the Company Stock Fund.

Benefit Payments

All benefits are payable from net assets available for benefits. Benefits are recorded when paid. The Plan's financial statements and the related Form 5500 differ in the presentation of benefits payable due to different guidelines for each under GAAP and the Form 5500 reporting requirements. Form 5500 requires plans to report benefit claims payable as a liability, whereas they are not recorded as a liability in the Plan's financial statements.

3. Plan Transfers

Based on participant elections, the Company transferred \$3.4 million from SHARE accounts under the Plan to the Avery Dennison Pension Plan during the year ended December 31, 2012.

4. Investments

The fair value of individual investments representing five percent or more of the Plan's net assets available for benefits at each of the presented Plan years ended is as follows:

| (In millions) | | December 31, | |
|--|------|--------------|----------|
| | 2012 | | 2011 |
| Company common stock: 4,930,728 and 4,868,728 shares, respectively | \$ | 172.2 | \$ 139.6 |
| Fidelity Freedom Fund K 2020: 3,656,731 and 3,403,673 shares, respectively | | 49.0 | 42.3 |
| Fidelity Freedom Fund K 2030: 3,196,038 and 2,979,624 shares, respectively | | 43.8 | 37.4 |

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Net appreciation of the fair value of the Plan's investments, including investments bought, sold, and held during the year, was as follows:

| (In millions) | Year Ended | |
|---|-------------------|------|
| | December 31, 2012 | |
| Mutual funds | \$ | 35.5 |
| Common/collective trusts | | 6.4 |
| Company common stock | | 30.9 |
| Net appreciation in the fair value of investments | \$ | 72.8 |

5. Investment Contracts

Included in the Plan's investments is a fixed income fund that includes fully benefit-responsive guaranteed investment contracts (GICs) issued and guaranteed by insurance companies or other financial institutions. The fund invests in traditional GICs and security-backed contracts, also known as synthetic GICs or separate account GICs. Traditional GICs are backed by the general account of the contract issuer. The fund deposits a lump sum with the issuer and receives a guaranteed interest rate for a specified period. Security-backed contracts are backed by a portfolio of bonds or units of collective funds that are either owned directly by the fund (synthetic GIC) or owned by the contract issuer and segregated in a separate account for the benefit of the fund (separate account GIC). The interest crediting rate of a security-backed contract is based on the contract value, the fair value, duration, and yield to maturity of the underlying portfolio. Under both traditional and security-backed GICs, the issuer guarantees that all qualified participant withdrawals will be at contract value (principal plus accrued interest).

Synthetic GICs have underlying assets that are valued at representative market prices and adjusted to contract value by using a wrap contract. The fair value of a synthetic GIC is composed of the aggregate market values of the underlying investments and the fair value of the wrap contract. The fair value of a wrap contract for a synthetic GIC represents the difference between current market level rates for contract wrap fees and the wrap fee being charged. Refer to Note 6, Fair Value Measurements, for further information.

The Plan's GICs and their associated wrap contracts are included in the Statements of Net Assets Available for Benefits at fair value of \$153.5 million and \$153.1 million as of December 31, 2012 and 2011, respectively. Contract value of the fully benefit-responsive investment contracts was lower than fair market value by \$5.9 million and \$4.2 million as of December 31, 2012 and 2011, respectively.

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Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value, which represents contributions plus interest earned less benefits paid and transfers to other funds. However, if one or all of the contracts were to be terminated by the Plan prior to the expiration date and the Plan's assets withdrawn, the amount received by the Plan could be less than the contract value under the relevant provisions of the agreements. Withdrawals and transfers resulting from certain events may limit the ability of the Plan to transact at contract value with the issuer of fully benefit-responsive investment contracts. Such events include the following: (1) amendments to the Plan (including complete or partial Plan termination or merger with another plan), (2) competing fund transfers or violation of equity wash provisions, (3) any early retirement program, group termination, group layoff, facility closing, or similar program, (4) bankruptcy of the Company or other Company events that cause a significant withdrawal from the Plan, and (5) the failure of the Plan to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. In these instances, market value would likely be used to determine payouts to participants. In general, issuers may terminate the contract and settle at other than contract value due to changes in the qualification status of the company or the plan, breach of material obligations under the contract and misrepresentation by the contract holder, or failure of the underlying portfolio to conform to the pre-established investment guidelines. At this time, the Company does not believe that the occurrence of any event that would limit the Plan's ability to transact with participants at contract value is probable.

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An asset's or liability's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The Plan recognizes transfers of assets or liabilities between fair value hierarchy levels at the end of the reporting period in which the transfers occur. There were no transfers of assets or liabilities between fair value hierarchy levels during the years ended December 31, 2012 and December 31, 2011.

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NOTES TO FINANCIAL STATEMENTS

The following is a description of the valuation methodologies used for assets measured at fair value:

Money market funds: Valued at net asset value (NAV), which approximates fair value.

Mutual funds: Valued at quoted market prices, which represent the NAV of shares held at year end.

Common/collective trusts and pooled fixed income funds: Valued at NAV per unit, as determined by the fund's trustee based on the underlying securities in the trust. These investments are redeemable daily and settle within three days. There are no unfunded commitments and no other trading restrictions.

Common stock: Valued at the closing price reported on the active market on which the individual securities are traded.

Fixed income securities: Valued using bid prices; observable market inputs to determine these prices include reportable trades, benchmark yields, credit spreads, broker/dealer quotes, bids and offers.

Guaranteed investment contracts: Traditional GICs are valued using the present value of the contract's unobservable future cash flow values discounted by comparable duration GIC Index rates. The separate account GIC is valued based on the Plan's allotted share of the fair value of the total underlying securities in the separate account.

Wrap contracts: Valued based on hypothetical wrap fees generated by matrix pricing.

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The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth, by level within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012:

| (In millions) | Total | Fair Value Measurements Using | | |
|----------------------------|---------|--|---|---|
| | | Quoted Prices in Active Markets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Other Unobservable Inputs (Level 3) |
| Money market funds | \$ 16.8 | \$ 15.2 | \$ 1.6 | \$ |
| Fixed income securities: | | | | |
| Mortgage-backed securities | 1.1 | | 1.1 | |
| Asset-backed securities | 5.7 | | 5.7 | |
| Corporate bonds | 16.8 | | 16.8 | |
| Government securities | 11.1 | 6.6 | 4.5 | |
| Pooled fixed income funds: | | | | |
| Mortgage-backed securities | 22.5 | | 22.5 | |
| Asset-backed securities | 12.9 | | 12.9 | |

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| | | | | |
|----------------------------------|----------|----------|----------|--------|
| Corporate bonds | 49.4 | | 49.4 | |
| Government bonds | 13.0 | | 13.0 | |
| Mutual funds: | | | | |
| Corporate bonds | 13.4 | 13.4 | | |
| U.S. equities growth | 89.6 | 89.6 | | |
| U.S. equities value | 40.2 | 40.2 | | |
| U.S. equities blend | 37.5 | 37.5 | | |
| International | 28.6 | 28.6 | | |
| Life cycle | 178.2 | 178.2 | | |
| Company common stock | 172.2 | 172.2 | | |
| Common/collective trusts | 32.0 | | 32.0 | |
| Guaranteed investment contracts: | | | | |
| Traditional GICs | 9.8 | | | 9.8 |
| Separate account GIC | 7.8 | | 7.8 | |
| Wrap contracts | .1 | | | .1 |
| Total assets at fair value | \$ 758.7 | \$ 581.5 | \$ 167.3 | \$ 9.9 |

The following table below sets forth a summary of changes in the fair value of the Plan's Level 3 investments for the year ended December 31, 2012:

| (In millions) | Traditional GICs | Wrap contracts | Total |
|-------------------------------|------------------|----------------|---------|
| Fair value, beginning of year | \$ 10.8 | \$.1 | \$ 10.9 |
| Interest income | .2 | | .2 |
| Unrealized losses | (.1) | | (.1) |
| Settlements | (1.1) | | (1.1) |
| Fair value, end of year | \$ 9.8 | \$.1 | \$ 9.9 |

Unrealized losses from the traditional GICs are not included in the Statement of Changes in Net Assets Available for Benefits as the contracts are recorded at contract value.

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The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and quantitative information about the significant unobservable inputs:

| (in millions) | Fair Value at December 31, 2012 | Principal Valuation Technique | Unobservable Inputs | Range |
|------------------|---------------------------------------|-------------------------------------|----------------------------|-------------------------------|
| Traditional GICs | \$ 9.8 | Discounted cash flow | Crediting rate Maturity | 1.4% - 2.1% 10 - 22 months |
| Wrap contracts | .1 | Discounted cash flow | Replacement contract fees | 21 bps - 21 bps |

Because participants transact at contract value, fair value of Traditional GICs is determined annually for financial statement reporting purposes only. In determining the reasonableness of the valuation of Traditional GICs, the Plan administrator evaluates the pricing policies and methodologies and inputs used for the Traditional GICs and considers various factors, including economic factors, market conditions and yield curves, for valuation purposes as of the measurement date.

The following table sets forth, by level within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

| (In millions) | Total | Fair Value Measurements Using | | |
|----------------------------|---------|--|---|---|
| | | Quoted Prices in Active Markets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Other Unobservable Inputs (Level 3) |
| Money market funds | \$ 14.8 | \$ 13.5 | \$ 1.3 | \$ |
| Fixed income securities: | | | | |
| Mortgage-backed securities | 5.9 | | 5.9 | |
| Asset-backed securities | 11.2 | | 11.2 | |
| Corporate bonds | 16.8 | | 16.8 | |
| Government securities | 8.7 | 7.4 | 1.3 | |
| Pooled fixed income funds: | | | | |
| Mortgage-backed securities | 21.0 | | 21.0 | |
| Asset-backed securities | 12.0 | | 12.0 | |
| Corporate bonds | 46.8 | | 46.8 | |

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| | | | | |
|----------------------------------|----------|----------|----------|---------|
| Government bonds | 12.0 | | 12.0 | |
| Mutual funds: | | | | |
| Corporate bonds | 7.6 | 7.6 | | |
| U.S. equities growth | 79.8 | 79.8 | | |
| U.S. equities value | 40.1 | 40.1 | | |
| U.S. equities blend | 30.1 | 30.1 | | |
| International | 26.8 | 26.8 | | |
| Life cycle | 120.3 | 120.3 | | |
| Company common stock | 139.6 | 139.6 | | |
| Common/collective trusts | 61.9 | | 61.9 | |
| Guaranteed investment contracts: | | | | |
| Traditional GICs | 10.8 | | | 10.8 |
| Separate account GIC | 7.6 | | 7.6 | |
| Wrap contracts | .1 | | | .1 |
| Total assets at fair value | \$ 673.9 | \$ 465.2 | \$ 197.8 | \$ 10.9 |

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NOTES TO FINANCIAL STATEMENTS

7. Related-Party Transactions

The Plan invests in shares of mutual funds and short-term investments and deposits managed by Fidelity Management Trust Company (FMTC). FMTC is the Custodian and Recordkeeper as defined by the Plan and, therefore, transactions related to these investments qualify as party-in-interest transactions. As of December 31, 2012 and 2011, the total market value of investments in funds managed by FMTC was \$290.8 million and \$221.9 million, respectively.

The Plan also invests in shares of Company common stock. The Company is the Plan Sponsor and Plan Administrator and, therefore, transactions related to these investments qualify as party-in-interest transactions. As of December 31, 2012 and 2011, the market value of investments in Company common stock was \$172.2 million and \$139.6 million, respectively. During the year ended December 31, 2012, the Plan purchased and sold Company common stock totaling \$34 million and \$32.1 million, respectively.

8. Tax Status

The Plan received a determination letter dated November 2009 from the IRS indicating that the Plan is designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan's administrator believes that the Plan remains designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and tax-exempt. The Plan applied for a new IRS determination letter in January 2012.

GAAP requires the Company to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Company has concluded that, as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits of the Plan for any tax periods in progress. The Company believes the Plan is no longer subject to income tax examinations for years prior to 2009.

9. Concentration of Credit Risk

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Included in the Plan's investments for participants is a fixed income fund in which the Plan directly owns the underlying investments. The fixed income fund invests primarily in a mix of medium-term investment contracts issued by insurance companies and banks with high credit ratings, and in professionally managed portfolios of high-grade, short- and medium-term fixed income securities. Although the fund contains a diversified portfolio, the ultimate performance of the fund is dependent upon the ability of the underlying parties to honor their obligations. The Company, under investment management agreements, has entered into wrap contracts for a portion of the fixed income fund with insurance companies or financial institutions. Under these contracts, the insurance company or financial institution aims to preserve principal and generate a fixed rate of return (interest rate floor of zero percent).

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AVERY DENNISON CORPORATION

EMPLOYEE SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

The Plan's cash and cash equivalent balances with financial institutions may, at times, exceed federally insured limits.

Although the Plan may be exposed to losses in the event of nonpayment, it does not anticipate such losses.

10. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2012 and 2011:

| (In millions) | December 31, | |
|--|--------------|----------|
| | 2012 | 2011 |
| Net assets available for benefits per the financial statements | \$ 773.5 | \$ 689.5 |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts | 5.9 | 4.2 |
| Net assets available for benefits per the Form 5500 | \$ 779.4 | \$ 693.7 |

The fully benefit-responsive investment contracts are recorded at fair value and adjusted to contract value in the Statements of Net Assets Available for Benefits and at fair value on the Form 5500. As a result, unrealized gains or losses related to fully benefit-responsive investment contracts are reflected in the Form 5500, but not included in Net appreciation in the fair value of investments in the Statement of Changes in Net Assets Available for Benefits.

The following is a reconciliation of the net increase in net assets available for benefits before plan transfers per the financial statements to the Form 5500 for the year ended December 31, 2012:

| (In millions) | Year Ended December 31, 2012 |
|---------------|---------------------------------|
| | \$ 87.4 |

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| | | |
|--|----|-------|
| Net increase in net assets available for benefits before plan transfers per the financial statements | | |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts | | (1.7) |
| Net increase in net assets available for benefits before plan transfers per the Form 5500 | \$ | 85.7 |

11. Subsequent Events

Management evaluated subsequent events through the date the financial statements were issued.

On January 29, 2013, the Company entered into an agreement to sell its Office and Consumer Products and Designed and Engineered Solutions businesses to CCL Industries Inc. The transaction is subject to customary closing conditions and regulatory approvals, and is expected to close in mid-2013. Under applicable law, the closing of a transaction may trigger a partial plan termination if approximately 20 percent or more of a plan's participants are terminated by the plan sponsor. Upon partial termination of the Plan, affected participants would become fully vested in accrued benefits at the termination date. In connection with the closing, the Company will evaluate whether a partial plan termination has occurred and its impact on the Plan.

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AVERY DENNISON CORPORATION

EMPLOYEE SAVINGS PLAN

SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)

As of December 31, 2012

(Dollars in millions)

| (a) | (b) Identity of Issuer, Borrower, Lessor or Similar Party | (c) Description of Investment (including maturity date, rate of interest, collateral, par or maturity value) | (d) Cost ** | (e) Value |
|--|---|--|----------------|--------------|
| Cash and Cash Equivalents | | | | |
| * | Fidelity Short Term Investment Fund | Short Term Investment, .01% variable | \$ | 11.9 |
| * | Fidelity Institutional Cash Portfolio - Monthly | Collective Investment | | 1.4 |
| | SEI Daily Income Treasury Government Fund | Short Term Investment, .02% variable | | .2 |
| | Total | | | 13.5 |
| Guaranteed Investment Contracts | | | | |
| | ING | Contract IUS 0404, Stepped maturity, 2.1% | | 3.6 |
| | Protective life | Contract GA 2003, Stepped maturity, 2.1% | | 3.7 |
| | Prudential | Contract GA 62283-211, Stepped maturity, 1.4% | | 2.5 |
| | Total | | | 9.8 |
| Separate Guaranteed Investment Contract | | | | |
| | ING | Contract 060328, Stepped maturity, 1.3% | | 7.8 |
| | Total | | | 7.8 |
| Synthetic Guaranteed Investment Contracts | | | | |
| | <i>JP Morgan Chase (Contract AAvery01)</i> | | | |
| | Government National Mortgage Association | Mortgage Backed Security, 4/16/2013, 4.3% | | .1 |
| | Wrap contract | | | |
| | Total | | | .1 |
| | <i>Natixis Financial Products (Contract WR 1819-03-A)</i> | | | |
| | Citigroup/Deutsche Bank | Mortgage Backed Security, 1/15/2013, 5.4% | | .2 |
| | Merrill Lynch Mortgage Trust | Mortgage Backed Security, 5/12/2014, 5% | | .8 |
| | Public Service New Hampshire Funding LLC | Asset Backed Security, 5/1/2013, 6.5% | | .2 |
| | Wrap contract | | | |
| | Total | | | 1.2 |
| | <i>ING Life Insurance (Contract 60247)</i> | | | |
| | BlackRock 1-3 Year Government Bond Index Fund | Pooled Fixed Income Fund | | 3.0 |
| | BlackRock Asset-Backed Securities Index Fund | Pooled Fixed Income Fund | | 7.5 |
| | BlackRock Commercial Mortgage-Backed Index Fund | Pooled Fixed Income Fund | | 1.1 |
| | BlackRock Intermediate Term Credit Bond Index Fund | Pooled Fixed Income Fund | | 7.6 |
| | BlackRock Intermediate Government Bond Index Fund | Pooled Fixed Income Fund | | 3.0 |
| | BlackRock Long Term Credit Bond Index Fund | Pooled Fixed Income Fund | | 1.9 |
| | BlackRock Long Term Government Bond Index Fund | Pooled Fixed Income Fund | | 1.5 |
| | BlackRock Mortgage-Backed Securities Index Fund | Pooled Fixed Income Fund | | 12.0 |

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| | | |
|--|--------------------------|-------------|
| Wrap contract | | .1 |
| Total | | 37.7 |
| <i>Monumental Life Insurance (Contract MDA01159TR)</i> | | |
| BlackRock 1-3 Year Government Bond Index Fund | Pooled Fixed Income Fund | 2.2 |
| BlackRock Asset-Backed Securities Index Fund | Pooled Fixed Income Fund | 5.4 |
| BlackRock Commercial Mortgage-Backed Index Fund | Pooled Fixed Income Fund | .8 |
| BlackRock Intermediate Term Credit Bond Index Fund | Pooled Fixed Income Fund | 5.5 |
| BlackRock Intermediate Government Bond Index Fund | Pooled Fixed Income Fund | 2.2 |
| BlackRock Long Term Credit Bond Index Fund | Pooled Fixed Income Fund | 1.4 |
| BlackRock Long Term Government Bond Index Fund | Pooled Fixed Income Fund | 1.1 |
| BlackRock Mortgage-Backed Securities Index Fund | Pooled Fixed Income Fund | 8.6 |

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AVERY DENNISON CORPORATION

EMPLOYEE SAVINGS PLAN

SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)

As of December 31, 2012

(Dollars in millions)

| (a) | (b) Identity of Issuer, Borrower, Lessor or Similar Party | (c) Description of Investment (including maturity date, rate of interest, collateral, par or maturity value) | (d) Cost ** | (e) Value |
|-----|--|--|----------------|--------------|
| | Wrap contract | | \$ | |
| | Total | | | 27.2 |
| | <i>Prudential (Contract GA 62338)</i> | | | |
| | Prudential Core Conservative Intermediate Bond Fund | Pooled Fixed Income Fund | | 33.0 |
| | Wrap contract | | | |
| | Total | | | 33.0 |
| | <i>Pacific Life Insurance Company (Contract G-27553.01.0001)</i> | | | |
| | Aflac Inc | Corporate Bond, due 08/15/2015, par \$0.5, 3.5% | | .6 |
| | AT&T Inc | Corporate Bond, due 08/15/2015, par \$0.6, 2.5% | | .6 |
| | AT&T Inc | Corporate Bond, due 02/01/2018, par \$0.5, 5.5% | | .5 |
| | Bank Of America Auto 2010-2 A3 | Asset Back Security, due 07/15/2014, par \$0.1, 1.3% | | .1 |
| | Bank Of America Corp | Corporate Bond, due 06/01/2019, par \$0.6, 7.6% | | .7 |
| | Bhp Billiton Finance Frn | Corporate Bond, due 02/18/2014, par \$0.3, 0.6% | | .3 |
| | Bk Of America Tr 2006-A11 A11 Frn | Asset Back Security, due 04/15/2016, par \$1.0, 0.2% | | 1.0 |
| | California St G.O. | Government Bond, due 04/01/2014, par \$0.8, 5.3% | | .8 |
| | Capital One Tr 2006-A5 A5 Frn | Asset Back Security, due 01/15/2016, par \$0.8, 0.3% | | .8 |
| | Capital One Tr 2006-A8 A8 Frn | Asset Back Security, due 04/15/2016, par \$0.2, 0.2% | | .2 |
| | Citibank Issuance Tr 2008-A2 A2 Frn | Asset Back Security, due 01/23/2020, par \$0.3, 1.4% | | .3 |
| | Costco Wholesale Corp | Corporate Bond, due 12/07/2015, par \$0.2, 0.7% | | .2 |
| | Discover Card Mstr Tr 2012-A3 A3 | Asset Back Security, due 11/15/2017, par \$1.1, 0.9% | | 1.1 |
| | Duke Energy Carolinas | Corporate Bond, due 12/15/2016, par \$1.0, 1.8% | | 1.0 |
| | E.I. Du Pont De Nemours | Corporate Bond, due 01/15/2013, par \$0.2, 5% | | .2 |
| | Eaton Corp Frn | Corporate Bond, due 06/16/2014, par \$0.1, 0.6% | | .1 |
| | Enel Finance Intl Sa | Corporate Bond, due 10/07/2014, par \$0.6, 3.9% | | .6 |
| | European Investment Bank | Government Bond, due 04/15/2015, par \$0.7, 1.1% | | .7 |
| | Fannie Mae | Government Bond, due 10/26/2015, par \$1.2, 1.6% | | 1.2 |
| | Ford Auto Trust 2009-A A4 | Asset Back Security, due 05/15/2014, par \$0.3, 6.1% | | .3 |
| | Freddie Mac | Government Bond, due 07/17/2015, par \$1.0, 4.4% | | 1.1 |
| | GE Capital Cc Mstr Tr 2010-3 A | Asset Back Security, due 06/15/2016, par \$0.8, 2.2% | | .8 |
| | General Elec Cap Corp Frn | Corporate Bond, due 09/15/2014, par \$0.1, 0.6% | | .1 |
| | General Elec Cap Corp Frn | Corporate Bond, due 05/09/2016, par \$0.3, 1.2% | | .3 |
| | Georgia Power Company | Corporate Bond, due 04/15/2016, par \$1.0, 3% | | 1.1 |
| | Honda Auto Trust 2011-1 A3 | Asset Back Security, due 10/15/2014, par \$0.3, 1.1% | | .3 |
| | HSBC Bank Usa | Corporate Bond, due 08/24/2020, par \$0.5, 4.9% | | .6 |
| | JP Morgan Chase | Corporate Bond, due 07/05/2016, par \$0.5, 3.2% | | .5 |
| | Lower Co River Tx Rev | Government Bond, due 05/15/2016, par \$0.6, 5% | | .7 |
| | Nissan Auto Tr 2009-A A4 | Asset Back Security, due 08/17/2015, par \$0, 4.7% | | .1 |
| | Pacificorp | Corporate Bond, due 07/15/2018, par \$0.4, 5.7% | | .5 |

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| | | |
|--|--|-----|
| Penar 2011-1A A1 Frn | Asset Back Security, due 07/18/2013, par \$0.5, 0.9% | .5 |
| Philip Morris Intl Inc | Corporate Bond, due 08/21/2017, par \$0.3, 1.1% | .2 |
| Philip Morris Intl Inc | Corporate Bond, due 05/16/2016, par \$0.8, 2.5% | .8 |
| Rabobank Nederland | Corporate Bond, due 01/19/2017, par \$0.8, 3.4% | .8 |
| Royal Bk Of Scotland Plc | Corporate Bond, due 09/21/2015, par \$0.4, 4% | .4 |
| Royal Bk Of Scotland Plc | Corporate Bond, due 09/18/2015, par \$0.5, 2.6% | .5 |
| Santander Us | Corporate Bond, due 10/07/2015, par \$0.7, 3.8% | .7 |
| State Street Bank Short Term Interest Fund | Short Term Investment, par \$3.3, 0% | 3.3 |
| Standard Chartered Bank | Corporate Bond, due 05/12/2016, par \$0.2, 3.2% | .2 |
| Statoil | Corporate Bond, due 10/15/2014, par \$0.6, 2.9% | .6 |

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EVERY DENNISON CORPORATION

EMPLOYEE SAVINGS PLAN

SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)

As of December 31, 2012

(Dollars in millions)

| (a) | (b) Identity of Issuer, Borrower, Lessor or Similar Party | (c) Description of Investment (including maturity date, rate of interest, collateral, par or maturity value) | (d) Cost ** | (e) Value |
|---------------------------------|---|--|-------------|--------------|
| | Statoil Asa | Corporate Bond, due 01/17/2018, par \$0.1, 1.2% | \$ | .1 |
| | Telefonica SA | Corporate Bond, par \$0.9 | | .9 |
| | Toronto-Dominion Bank | Corporate Bond, due 07/14/2016, par \$0.8, 2.5% | | .8 |
| | United Technologies Corp | Corporate Bond, due 06/01/2017, par \$0.5, 1.8% | | .5 |
| | United Technologies Corp Frn | Corporate Bond, due 06/01/2015, par \$0.2, 0.8% | | .2 |
| | US Treasury Notes | Government Bond, due 12/15/2014, par \$1.5, 0.3% | | 1.5 |
| | US Treasury Notes | Government Bond, due 05/15/2014, par \$3.7, 1% | | 3.7 |
| | US Treasury Notes | Government Bond, due 04/30/2015, par \$1.3, 2.5% | | 1.4 |
| | Verizon Communications | Corporate Bond, due 11/02/2015, par \$0.1, 0.7% | | .1 |
| | Vodafone Group Plc | Corporate Bond, due 06/10/2014, par \$1.1, 4.2% | | 1.1 |
| | Wachovia Corp | Corporate Bond, due 05/01/2013, par \$0.3, 5.5% | | .3 |
| | Wells Fargo | Corporate Bond, due 05/08/2017, par \$0.7, 2.1% | | .7 |
| | Wrap contract | | | |
| | | Total | | 36.7 |
| | Total fair market value of underlying assets | | | 135.9 |
| * | Avery Dennison Corporation Common Stock | 4,930,728 shares | | 172.2 |
| Common/Collective Trusts | | | | |
| | Mellon Stable Value Fund | Bank-sponsored Collective Fund | | .1 |
| * | Fidelity U.S. Equity Index Pool Fund | Common/collective Trust Fund | | 31.9 |
| | Total | | | 32.0 |
| Mutual Funds | | | | |
| | Artisan Mid Cap Investment Fund | Investment in Registered Investment Company | | 25.0 |
| | BlackRock Inflation-Protect Bond Fund | Investment in Registered Investment Company | | 10.3 |
| | DFA U.S. Targeted Value Portfolio | Investment in Registered Investment Company | | 3.2 |
| | Eaton Vance Large Cap Value Fund | Investment in Registered Investment Company | | 12.2 |
| * | Fidelity Diversified International Fund | Investment in Registered Investment Company | | 28.6 |
| * | Fidelity Freedom K 2000 Fund | Investment in Registered Investment Company | | 2.2 |
| * | Fidelity Freedom K 2005 Fund | Investment in Registered Investment Company | | 1.4 |
| * | Fidelity Freedom K 2010 Fund | Investment in Registered Investment Company | | 11.8 |
| * | Fidelity Freedom K 2015 Fund | Investment in Registered Investment Company | | 13.7 |
| * | Fidelity Freedom K 2020 Fund | Investment in Registered Investment Company | | 49.0 |
| * | Fidelity Freedom K 2025 Fund | Investment in Registered Investment Company | | 17.1 |

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| | | | |
|---|---------------------------------------|---|------|
| * | Fidelity Freedom K 2030 Fund | Investment in Registered Investment Company | 43.8 |
| * | Fidelity Freedom K 2035 Fund | Investment in Registered Investment Company | 12.4 |
| * | Fidelity Freedom K 2040 Fund | Investment in Registered Investment Company | 18.8 |
| * | Fidelity Freedom K 2045 Fund | Investment in Registered Investment Company | 3.5 |
| * | Fidelity Freedom K 2050 Fund | Investment in Registered Investment Company | 4.2 |
| * | Fidelity Freedom K 2055 Fund | Investment in Registered Investment Company | .3 |
| * | Fidelity Freedom K Income Fund | Investment in Registered Investment Company | 2.6 |
| * | Fidelity Growth Company Fund- Class K | Investment in Registered Investment Company | 36.2 |
| * | Fidelity Retirement Money Market Fund | Investment in Registered Investment Company | - |
| | Goldman Sachs Mid Cap Value Fund | Investment in Registered Investment Company | 28.0 |
| | PIMCO Total Return Fund | Investment in Registered Investment Company | 13.4 |
| | T. Rowe Price Blue Chip Growth Fund | Investment in Registered Investment Company | 9.2 |
| | Times Square Small Cap Growth Fund | Investment in Registered Investment Company | 16.0 |
| | Vanguard Growth & Income Fund | Investment in Registered Investment Company | 24.6 |

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EVERY DENNISON CORPORATION

EMPLOYEE SAVINGS PLAN

SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)

As of December 31, 2012

(Dollars in millions)

| (a) | (b) Identity of Issuer, Borrower, Lessor or Similar Party | (c) Description of Investment (including maturity date, rate of interest, collateral, par or maturity value) | (d) Cost ** | (e) Value |
|-----|---|--|----------------|--------------|
| | Total | | \$ | 387.5 |
| | Total investments, at fair value | | \$ | 758.7 |
| * | Notes receivable from participants | Interest rates ranging between 4.3% - 10.5%, with varying maturities through 2027 | \$ | 20.5 |

* Indicates party-in-interest to the Plan for which a statutory exemption exists.

** Cost information is not required under ERISA for participant-directed investments and, therefore, is not included.

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SIGNATURES

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

AVERY DENNISON CORPORATION
EMPLOYEE SAVINGS PLAN

Date: June 26, 2013

By:

/s/ Karyn E. Rodriguez

Karyn E. Rodriguez
Vice President and Treasurer,
Avery Dennison Corporation