

AVERY DENNISON CORPORATION
Form FWP
April 08, 2010

**Filed Pursuant to Rule 433
Issuer Free Writing Prospectus dated April 8, 2010
Relating to Preliminary Prospectus Supplement dated April 8, 2010
Registration Statement No. 333-147369**

**Pricing Term Sheet
April 8, 2010
AVERY DENNISON CORPORATION
\$250,000,000 5.375% Senior Notes due 2020**

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| Issuer: | Avery Dennison Corporation |
| Title of Securities: | 5.375% Senior Notes due 2020 |
| Legal Format: | SEC-registered |
| Trade Date | April 8, 2010 |
| Settlement Date: | April 13, 2010 |
| Principal Amount: | \$250,000,000 |
| Maturity: | April 15, 2020 |
| Coupon (Interest Rate): | 5.375% |
| Issue Price (Price to Public): | 99.931% of principal amount |
| Benchmark Treasury: | 3.625% Notes due 02/15/2020 |
| Spread to Benchmark Treasury: | 150 bps |
| Benchmark Treasury Price and Yield: | 97-28+ / 3.884% |
| Yield to Maturity: | 5.384% |
| Make-Whole Provision: | Treasury + 25 bps |
| Interest Payment Dates: | April 15 and October 15, commencing October 15, 2010 |
| Joint Book-Running Managers | Banc of America Securities LLC J.P. Morgan Securities Inc. |

Co-Managers: Barclays Capital Inc.
Wells Fargo Securities, LLC

CUSIP: 053611AF6

ISIN: US053611AF60

Ratings: Baa2 (Moody's) / BBB (S&P)

A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The offer and sale of the notes to which this final term sheet relates have been registered by Avery Dennison Corporation by means of a registration statement on Form S-3 (SEC File No. 333-147369).

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Banc of America Securities LLC at 1-800-294-1322 and J.P. Morgan Securities Inc. collect at 1-212-834-4533.