

EVERETT DENNISON CORPORATION

Medium-Term Notes, Series B
Due from 9 Months to 30 Years from Date of Issue

The Medium-Term Note(s) due from 9 months to 30 years
from the date of issue offered concurrently herewith will have a:

fixed rate of interest, floating rate of interest;
and will be issued initially as: a Global Note,
Certificated Notes.

Principal amount: \$ 10,000,000
Interest Rate (if fixed rate): 7.67%
Stated Maturity: May 25, 2004
Specified Currency: U.S.
Dollars
Authorized Denominations
(if Specified Currency
is not U.S. dollars): N/A
Exchange Rate Agent
(if Specified Currency
is not U.S. dollars): N/A
Issue price (as a percentage of
principal amount): 100%
Selling Agent's commission (%): .625%
Purchasing Agent's discount
or commission (%): N/A
Net proceeds to the Company
(%): 99.375%
Settlement date (original
issue date): May 25, 1994
Redemption Commencement
Date (if any): N/A
Repayment Commencement
Date (if any): N/A
Depository
(if Global Note): Depository
Trust Company
Interest rate basis (if
floating rate): N/A
 Commercial Paper Rate
 Prime Rate
 LIBOR
 Treasury Rate
 CD Rate
 Federal Funds Rate
 Other:
Calculation Agent: N/A
Index Maturity: N/A
Spread: N/A
Spread Multiplier: N/A
Maximum Interest Rate: N/A
Minimum Interest Rate: N/A
Initial Interest Rate: N/A
Interest Payment Period: N/A
Interest Rate Reset Period: N/A
Interest Reset Date(s): N/A
Interest Determination Date(s): N/A
Calculation Date(s): N/A
Interest Payment Date(s): A/S
Regular Record Date(s): A/S
Sinking Fund (if any): N/A

Redemption prices (if any): The Redemption Price shall
initially be _____% of the principal amount of such Note(s) to be
redeemed and shall decline (but not below par) on each
anniversary of the Redemption Commencement Date by _____% of the
principal amount to be redeemed until the Redemption Price is
100% of such principal amount.

Repayment prices (if any): The Repayment Price shall

initially be ___% of the principal amount of such Note(s) to be repaid and shall decline (but not below par) on each anniversary of the Repayment Commencement Date by ___% of the principal amount until the Repayment Price is 100% of such principal amount.

If such Note(s) is (are) denominated in other than U.S. dollars, the applicable Foreign Currency Supplement is attached hereto.

Additional terms: N/A

As of the date of this Pricing Supplement, the aggregate principal amount (or its equivalent in the Specified Currency) of the Securities (as defined in the Prospectus) which have been sold (including the Note(s) to which this Pricing Supplement relates) is \$10,000,000.

"N/A" as used herein means "Not Applicable". "A/S" as used herein means "As stated in the Prospectus Supplement referred to above".

GOLDMAN, SACHS & CO.

J. P. MORGAN SECURITIES, INC.