

CORTI ROBERT J
Form 4
February 07, 2005

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CORTI ROBERT J

(Last) (First) (Middle)

1345 AVENUE OF THE
AMERICAS

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AVON PRODUCTS INC [AVP]

3. Date of Earliest Transaction
(Month/Day/Year)
02/03/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/03/2005		M	4,540	A \$ 20.07 4,540	D	
Common Stock	02/03/2005		S	4,540	D \$ 44.429 0	D	
Common Stock	02/03/2005		M	26,000	A \$ 19.65 26,000	D	
Common Stock	02/03/2005		S	26,000	D \$ 44.429 0	D	
Common Stock	02/03/2005		M	91,666	A \$ 17.62 91,666	D	

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Common Stock	02/03/2005	S	91,666	D	\$ 44.429	0	D
Common Stock	02/03/2005	M	82,018	A	\$ 20.91	82,018	D
Common Stock	02/03/2005	S	82,018	D	\$ 44.429	0 ⁽¹⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right To Buy)	\$ 20.07	02/03/2005		M	4,540	06/04/1999 06/03/2008	Common Stock 4,540
Stock Option (Right To Buy)	\$ 19.65	02/03/2005		M	26,000	02/04/2000 02/03/2009	Common Stock 26,000
Stock Option (Right To Buy)	\$ 17.62	02/03/2005		M	91,666	12/02/2000 12/01/2009	Common Stock 91,666
Stock Option (Right To Buy)	\$ 20.91	02/03/2005		M	82,018	02/01/2002 01/31/2011	Common Stock 82,018

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

CORTI ROBERT J
1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

Executive Vice President

Signatures

By Gilbert L. Klemann, II,
Attorney-In Fact

02/07/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Mr. Corti also indirectly beneficially owns approximately 5,768 shares of Common Stock in the Avon Personal Savings Account Plan (401(k) plan as of February 3, 2005.

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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