

Breig Geralyn
Form 3
October 24, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Breig Geralyn

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/15/2008

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

4. Relationship of Reporting
Person(s) to Issuer

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

AVON PRODUCTS,
INC.,Â 1345 AVENUE OF THE
AMERICAS

(Street)

(Check all applicable)

___ Director ___ 10% Owner

☒ Officer ___ Other

(give title below) (specify below)

SVP & President, North America

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person

___ Form filed by More than One
Reporting Person

NEW YORK,Â NYÂ 10105

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

854.35

I

By 401(k) plan

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Edgar Filing: Breig Geralyn - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â <u>(1)</u>	03/30/2016	Common Stock	26,984	\$ 30.97	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	03/06/2017	Common Stock	29,722	\$ 36.77	D	Â
Stock Option (Right to Buy)	Â <u>(3)</u>	03/04/2018	Common Stock	41,973	\$ 38.8	D	Â
Restricted Stock Units <u>(4)</u>	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	5,000	\$ 0 <u>(6)</u>	D	Â
Restricted Stock Units <u>(4)</u>	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock	2,000	\$ 0 <u>(6)</u>	D	Â
Restricted Stock Units <u>(4)</u>	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	7,710	\$ 0 <u>(6)</u>	D	Â
Restricted Stock Units <u>(4)</u>	Â <u>(9)</u>	Â <u>(9)</u>	Common Stock	8,492	\$ 0 <u>(6)</u>	D	Â
Restricted Stock Units <u>(4)</u>	Â <u>(10)</u>	Â <u>(10)</u>	Common Stock	15,000	\$ 0 <u>(6)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Breig Geralyn AVON PRODUCTS, INC. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	Â	Â	Â SVP & President, North America	Â

Signatures

Kim K. Azzarelli,
Attorney-in-Fact

10/24/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This option vests in three equal annual installments beginning on 3/31/2007.
- (2) This option vests in three equal annual installments beginning on 3/07/2008.
- (3) This option vests in three equal annual installments beginning on 3/05/2009.
- (4) The reporting person has irrevocably elected to satisfy all withholding tax due upon the delivery of shares by authorizing Avon Products, Inc. to withhold a sufficient amount of shares to satisfy such tax obligation.
- (5) 100% of the restricted stock units vest on 12/01/2008.

Edgar Filing: Breig Geralyn - Form 3

- (6) Units correspond 1-for-1 with common stock.
- (7) 100% of the restricted stock units vest on 2/28/2009.
- (8) 100% of the restricted stock units vest on 3/31/2009.
- (9) 100% of the restricted stock units vest on 3/07/2010.
- (10) 100% of the restricted stock units vest on 9/10/2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.