

Loughran Robert  
Form 3  
May 14, 2012

**FORM 3**

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

OMB APPROVAL

OMB  
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**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 Loughran Robert

(Last) (First) (Middle)

C/O AVON PRODUCTS,  
INC.,Â 1345 AVENUE OF THE  
AMERICAS

(Street)

NEW YORK,Â NYÂ 10105

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

05/03/2012

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)

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner

☒ Officer \_\_\_\_ Other  
(give title below) (specify below)

VP & Corporate Controller

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting  
Person

\_\_\_\_ Form filed by More than One  
Reporting Person

**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

3,481.08

D

Â

Common Stock

2,238.65

I

By 401(k)

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

SEC 1473 (7-02)

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**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

4. Conversion  
or Exercise

5. Ownership  
Form of

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

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (1)	09/01/2014	Common Stock	3,486	\$ 44.5	D	Â
Stock Option (Right to Buy)	Â (2)	03/10/2015	Common Stock	5,221	\$ 41.95	D	Â
Stock Option (Right to Buy)	Â (3)	01/25/2016	Common Stock	264	\$ 28.85	D	Â
Stock Option (Right to Buy)	Â (4)	03/31/2016	Common Stock	4,267	\$ 30.97	D	Â
Stock Option (Right to Buy)	Â (5)	03/05/2018	Common Stock	4,222	\$ 38.8	D	Â
Stock Option (Right to Buy)	Â (6)	03/05/2019	Common Stock	3,556	\$ 15.5	D	Â
Stock Option (Right to Buy)	Â (7)	03/11/2020	Common Stock	8,372	\$ 31.61	D	Â
Restricted Stock Units (8)	Â (9)	Â (9)	Common Stock	2,211	\$ 0 (10)	D	Â
Restricted Stock Units (8)	Â (11)	Â (11)	Common Stock	2,662	\$ 0 (10)	D	Â
Restricted Stock Units (8)	Â (12)	Â (12)	Common Stock	4,253	\$ 0 (10)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Loughran Robert C/O AVON PRODUCTS, INC. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	Â	Â	Â VP & Corporate Controller	Â

## Signatures

Karen R. Leu,  
Attorney-in-Fact

05/14/2012

\_\_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).

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- (1) This option vested in three equal annual installments beginning on 9/1/2005.
- (2) This option vested in three equal annual installments beginning on 3/10/06.
- (3) This option vested in three equal annual installments beginning on 1/25/07.
- (4) This option vested in three equal annual installments beginning on 3/31/07.
- (5) This option vested in three equal annual installments beginning on 3/5/09.
- (6) This option vested in three equal annual installments beginning on 3/5/10.
- (7) This option vests in three equal annual installments beginning on 3/11/11.
- (8) 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.
- (9) 100% of the restricted stock units vest on 3/11/2013.
- (10) Units correspond 1-for-1 with common stock.
- (11) 100% of the restricted stock units vest on 3/3/2014.
- (12) 100% of the restricted stock units vest on 3/8/2015

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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