Edgar Filing: HASSAN FRED - Form 4

HASSAN F	RED											
Form 4 May 09, 200)5											
									OMB AF	PROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							COMMISSION	OMB Number:	3235-0287			
Check this box if no longer subject to Section 16.									Expires:	January 31, 2005		
				GES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated average burden hours per			
Form 4 c Form 5	Form 4 or								response 0.8			
obligatio may con <i>See</i> Instr 1(b).	tinue. Section	17(a) of the	Public U		ling Con	npany	Act of	e Act of 1934, 1935 or Section 0	n			
(Print or Type]	Responses)											
HASSAN FRED Symbol			Symbol	suer Name and Ticker or Trading ol ON PRODUCTS INC [AVP]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)				- 1	(Check all applicable)					
(Мо			(Month/E	Month/Day/Year))5/05/2005				X Director Officer (give below)	ve title 10% Owner Other (specify below)			
	(Street)		4. If Ame	endment, Da	te Origina			6. Individual or Jo	int/Group Filin	o(Check		
				Ionth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
NEW YOR	K, NY 10105							Form filed by M Person	Iore than One Re	porting		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Securi	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Executio any	ned n Date, if Day/Year)	3. Transactio Code (Instr. 8) Code V	(Instr. 3,	sposed	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock (1)	05/05/2005			A	878	A	\$ 39.87	27,378	D			

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

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 Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HASSAN FRED 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	Х						
Signatures							
By Gilbert L. Klemann, II, Attorney-in Fact		05/09/2005					
<u>**</u> Signature of Reporting Person		Date					
Evolution of Respon	1000'						

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) Restricted shares issued as part of each director's annual retainer under the Avon Prodoucts, Inc. Compensation Plan for Non-Employee Directors. Shares are restricted as to transfer for so long as such director serves on the Board of Directors.

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.