Byrne Kevin W Form 3 May 13, 2005

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 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 *

Byrne Kevin W

(Last) (First)

(Middle)

Statement

(Month/Day/Year)

05/05/2005

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

AVON PRODUCTS INC [AVP]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Vice President

5. If Amendment, Date Original

Filed(Month/Day/Year)

1345 AVENUE OF THE **AMERICAS**

(Street)

Director _X__ Officer

10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One

Reporting Person

NEW YORK, NYÂ 10105

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

(I)

Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Direct (D) or Indirect (Instr. 5)

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 (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial

Ownership

(Instr. 5)

Date Exercisable Expiration Date

Title

Amount or Number of Shares

Security: Derivative Security

Direct (D) or Indirect

(I)

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						(Instr. 5)	
Stock Option (Right To Buy)	03/14/2003	03/13/2012	Common Stock	12,500	\$ 26.55	D	Â
Stock Option (Right to Buy)	01/30/2004	01/29/2013	Common Stock	2,054	\$ 24.83	D	Â
Stock Option (Right to Buy)	03/13/2004	03/12/2013	Common Stock	13,800	\$ 26.4	D	Â
Stock Option (Right to Buy)	03/11/2005	03/10/2014	Common Stock	18,000	\$ 36.42	D	Â
Stock Option (Right to Buy)	03/10/2006	03/10/2015	Common Stock	21,776	\$ 41.95	D	Â
Restricted Stock Units	03/10/2008	03/10/2008	Common Stock	2,000	\$ 41.95	D	Â
Deferred Stock Units	(1)	(1)	Common Stock	6,000	\$ (1)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
r	Director	10% Owner	Officer	Other		
Byrne Kevin W 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	Â	Â	Vice President	Â		

Signatures

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

05/13/2005

**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).
- Units deferred under the Avon Products, Inc. Deferred Compensation Plan. Mr. Byrne also indirectly beneficially owns approximately 4,734 shares of Common Stock in the Avon Personal Savings Account Plan (401(k) Plan) as of May 6, 2005.

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.

Reporting Owners 2