Edgar Filing: KROPF SUSAN J - Form 4/A

KROPF SUSAN I

Form 4/A										
February 01	ЛЛ					IGE CO	OMMISSION	OMB	PPROVAL 3235-0287	
Check th if no lon subject t Section Form 4 of Form 5 obligation may con <i>See</i> Instr 1(b).	ger o 16. or Filed pursuat ons tinue.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES SECURITIES SECURITIES SECURITIES Act of 1934, 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 20(b) of the Immediate Company Act of 1940								
(Print or Type	Responses)									
1. Name and A KROPF SU	Symbol AVON PRODUCTS INC [AVP]				5. Relationship of Reporting Person(s) to Issuer					
					(Check all applicable)					
(Month/I			ate of Earliest Transaction nth/Day/Year) 01/2006				X Director 10% Owner X Officer (give title Other (specify below) below) President & COO			
			Aonth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW YOR	K, NY 10105					Ī	Form filed by Me Person	ore than One Re	eporting	
(City)	(State) (Zip)) Tab	ole I - Non-D	Derivative S	ecurit	ies Acqui	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	any	ecution Date, if	3. Transactio Code (Instr. 8) Code V	4. Securitie for Disposed (Instr. 3, 4) Amount	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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock (1)	01/30/2006		М	130,000	A	\$ 28.47	262,673 <u>(1)</u>	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. Transacti Code (Instr. 8)	orDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Restricted Share Units <u>(1)</u>	\$ 0	01/30/2006		М		130,000	01/30/2006	01/30/2006	Common Stock	130,0

Reporting Owners

Reporting Owner Name / Address	Relationships						
F	Director	10% Owner	Officer	Other			
KROPF SUSAN J 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	Х		President & COO				
Signatures							
Gilbert L. Klemann, II, Attorney-in-Fact	02/	01/2006					
**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) This Amended Form 4 reflects the vesting of 130,000 restricted share units on January 30, 2006 and the addition of 130,000 shares of common stock in settlement of such units to Ms. Kropf's balance of "Securities Beneficially Owned."

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.