Gallina Bennett R
Form 3
February 06, 2006

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, 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 Gallina Bennett R
(Last) (First) (Middle)

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)
01/26/2006

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer _____ Other
(give title below) (specify below)
Senior Vice President

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	4,060 (1)	D	Â

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 Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy) (2)	02/01/2002	02/01/2011	Common Stock	53,134	$ 20.91	D	Â
Stock Option (Right to Buy) (3)	03/14/2003	03/14/2012	Common Stock	60,732	$ 26.55	D	Â
Stock Option (Right to Buy) (4)	03/13/2004	03/13/2013	Common Stock	54,150	$ 26.4	D	Â
Stock Option (Right to Buy) (5)	03/11/2005	03/11/2014	Common Stock	60,472	$ 36.42	D	Â
Stock Option (Right to Buy) (6)	03/10/2006	03/10/2015	Common Stock	79,005	$ 41.95	D	Â
Restricted Stock Units (7)	03/11/2007(8)	03/11/2007(8)	Common Stock	10,000	$ 0 (9)	D	Â
Deferred Stock Units (10)	Â (10)	Â (10)	Deferred Stock Units	8,000 (11)	$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gallina Bennett R AVON PRODUCTS, INC. 1345 AVENUE OF THE AMERICAS NEW YORK,Â NYÂ 10105	Â	Â	Â Senior Vice President	Â

Signatures

By Gilbert L. Klemann, II, Attorney-in-Fact 02/06/2006

**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) Mr. Gallina also indirectly beneficially owns approximately 5,564 shares of Common Stock in the Avon Personal Savings Account Plan (401(k) plan) as of January 26, 2006.

(2) This option is exercisable in three equal installments beginning 02/01/2002.

(3) This option is exercisable in three equal installments beginning 03/14/2003.

(4) This option is exercisable in three equal installments beginning 03/13/2004.

(5) This option is exercisable in three equal installments beginning 03/11/2005.

(6) This option is exercisable in three equal installments beginning 03/10/2006.

(7) 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 obligtion.

(8) 100% of the restricted stock units will vest on 3/11/2007.

(9) Units correspond 1-for-1 with common stock.

(10) Deferred Stock Units held in the Avon Products Inc. Deferred Compensation Plan. The Deferred Stock Units become payable in stock in the January following termination of employment from the Company.

(11) Each unit represents a right to receive one share of common stock.

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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