

AVON PRODUCTS INC
Form 4
May 27, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
JUNG ANDREA

(Last) (First) (Middle)
1345 AVENUE OF THE AMERICAS
(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chairman and CEO

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	05/22/2008		M		73,096	A	\$ 20.07	389,097	D	
Common Stock	05/22/2008		S		2,500	D	\$ 38.49	386,597	D	
Common Stock	05/22/2008		S		11,480	D	\$ 38.5	375,117	D	
Common Stock	05/22/2008		S		100	D	\$ 38.505	375,017	D	
Common Stock	05/22/2008		S		8,806	D	\$ 38.51	366,211	D	

Edgar Filing: AVON PRODUCTS INC - Form 4

Common Stock	05/22/2008	S	1,400	D	\$ 38.515	364,811	D	
Common Stock	05/22/2008	S	100	D	\$ 38.517	364,711	D	
Common Stock	05/22/2008	S	500	D	\$ 38.5175	364,211	D	
Common Stock	05/22/2008	S	14,114	D	\$ 38.52	350,097	D	
Common Stock	05/22/2008	S	500	D	\$ 38.525	349,597	D	
Common Stock	05/07/2008	S	10,200	D	\$ 38.53	339,397	D	
Common Stock	05/22/2008	S	700	D	\$ 38.535	338,697	D	
Common Stock	05/22/2008	S	1,190	D	\$ 38.5375	337,507	D	
Common Stock	05/22/2008	S	8,600	D	\$ 38.54	328,907	D	
Common Stock	05/22/2008	S	300	D	\$ 38.545	328,607	D	
Common Stock	05/22/2008	S	5,964	D	\$ 38.55	322,643	D	
Common Stock	05/22/2008	S	500	D	\$ 38.555	322,143	D	
Common Stock	05/22/2008	S	500	D	\$ 38.5575	321,643	D	
Common Stock	05/22/2008	S	5,042	D	\$ 38.56	316,601	D	
Common Stock	05/22/2008	S	400	D	\$ 38.57	316,201	D	
Common Stock	05/22/2008	S	100	D	\$ 38.571	316,101	D	
Common Stock	05/22/2008	S	100	D	\$ 38.58	316,001	D	
Common Stock						5,149	I	By 401(k) Plan

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.

SEC 1474
(9-02)

Edgar Filing: AVON PRODUCTS INC - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 20.07	05/22/2008		M	73,096	06/04/1999 06/03/2008	Common Stock	73,096

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JUNG ANDREA 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105			Chairman and CEO	

Signatures

By Kim K. Azzarelli,
Attorney-In-Fact

05/27/2008

**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).

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.