Edgar Filing: Harford Simon N.R. - Form 4

Harford Simon N Form 4	I.R.								
March 09, 2009									
FORM 4									PPROVAL
	UNITED	STATES		RITIES A shington			COMMISSIO	N OMB Number:	3235-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction See Instruction							urs per		
1(b). (Print or Type Respo	onses)								
1. Name and Address of Reporting Person <u>*</u> Harford Simon N.R.			2. Issuer Name and Ticker or Trading Symbol AVON PRODUCTS INC [AVP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (Middle)	3. Date of	of Earliest T	ransaction		(Ch	eck all applicabl	(e)
AVON PRODU AVENUE OF T			(Month/) 03/05/2	Day/Year) 2009			Director X Officer (gi below) Grp. V		% Owner her (specify roller
			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW YORK, N	Y 10105-019	96					Form filed by Person	More than One R	eporting
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	ally Owned
	ansaction Date nth/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V		(A) or 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)
Reminder: Report of	n a senarate line	for each al	ass of see	urities bene			or indirectly		
Kenninder: Keport o	n a separate fille				Person inform require	ns who restation cont ation cont ed to resp ys a curre	spond to the collection tained in this form ond unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	,	Acquired (or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 15.5	03/05/2009		A		42,553		<u>(1)</u>	03/05/2019	Common Stock	42,553
Restricted Stock Units (2)	<u>(3)</u>	03/05/2009		А		11,235		<u>(4)</u>	(4)	Common Stock	11,235

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Harford Simon N.R. AVON PRODUCTS, INC. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105-0196			Grp. VP & Corp. Controller				

Signatures

By Kim K.W. Rucker,	03/09/2009
Attorney-In-Fact	03/09/2009

**Signature of Reporting Person

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).

Date

- (1) This option vests in three equal annual installments beginning on 3/5/2010.
- (2) 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 obligation.
- (3) Units correspond 1-for-1 with common stock.
- (4) 100% of the restricted stock units vest on 3/5/2012.

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.