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HERINGTC Form 4 March 15, 2	ON CHARLES M 010									
FORM									PPROVAL	
	UNITED	Washington, D.C. 20549							3235-0287	
Check th if no lon subject to Section 7 Form 4 of Form 5 obligation may con <i>See</i> Instr 1(b).	ger o 16. or Filed pur ons tinue.	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 <u>*</u> HERINGTON CHARLES M			Symbol	er Name and PRODU(-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
						2 [2 1 1]				
(M				3. Date of Earliest Transaction (Month/Day/Year) 03/11/2010			Director 10% Owner X_ Officer (give title Other (specify below) below) Executive Vice President			
				led(Month/Day/Year) Applicable Line) _X_ Form filed by O						
NEW YOR	K, NY 10105-019	96					Form filed by M Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securities	Acquired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	(Instr. 8)	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	Securities H 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: Por	port on a separate line	for each al	ass of sea	Code V		(D) Pric				
Kenniuer. Kej	fort on a separate fille			anties benef	Perso	ons who r	espond to the collect ntained in this form		SEC 1474 (9-02)	

required to respond to the collection of SEC 14. information contained in this form are not (9-0) 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)

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 (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right To Buy)	\$ 31.61	03/11/2010		A		104,849		<u>(1)</u>	03/11/2020	Common Stock	104,849

Reporting Owners

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other
HERINGTON CHARLES M AVON PRODUCTS, INC. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105-0196			Executive Vice President	
Signatures				
By Kim K.W. Rucker, Attorney-In-Fact	03/1	15/2010		

<u>**</u>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 option vests in three equal annual installments beginning on 3/11/2011.

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.