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AVON PR	ODUCTS INC										
Form 4											
May 06, 20								OMB A	PPROVAL		
FOR	VI 4 _{UNITED}) STATES	S SECU	RITIES	AND EX	CHANGE	E COMMISSION				
<i>a</i> , 1			Wa	ashington	, D.C. 2	0549		Number:	3235-0287		
Check if no lo	this box							Expires:	January 31,		
subject	STATE	MENT O	F CHA			FICIAL O	WNERSHIP OF	Estimated a	2005 average		
Section				SECU	RITIES			burden hou	irs per		
Form 4 Form 5		ircuant to	Section	16(a) of t	na Sacuri	ties Excha	inge Act of 1934,	response	0.5		
obligat	ions Section 17						t of 1935 or Section	on			
may co	ntinue. truction			•	•	ny Act of 1		011			
1(b).	uucuon	()			1	5					
(Print or Type	e Responses)										
1 Name and	Address of Reporting	g Person *	2 Icou	or Nomo on	d Tieker o	r Trading	5 Relationshin o	of Reporting Per	son(s) to		
STERN PA		5 ⁻ -	Symbol	er Name an	u Tickei 0.	Trading	5. Relationship of Reporting Person(s) to Issuer				
			-	I PRODU	CTS INC	C [AVP]					
(Last)	(First)	(Middle)	3. Date	of Earliest T	ransaction		(Che	eck all applicable	e)		
		` ´		Day/Year)			_X_ Director	10%	6 Owner		
	N PRODUCTS, I	NC., 777	05/02/2	2013			Officer (giv below)	e title Oth below)	er (specify		
THIRD A	VENUE						(clow)	below)			
(Street)		4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check						
			Filed(Me	onth/Day/Yea	ur)		Applicable Line) _X_ Form filed by	One Penarting P	areon		
NFW YOI	RK, NY 10017							More than One Re			
	(((, (() 1001)						Person				
(City)	(State)	(Zip)	Tal	ole I - Non-	Derivative	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date		ned	3.	4. Securi			6. Ownership	7. Nature of		
Security (Instr. 3)	(Month/Day/Year)		Date, if	Transactio Code	onAcquired Disposed			Form: Direct (D) or Indirect	Indirect Repeticial		
(11180.5)		any (Month/D	ay/Year)	(Instr. 8)	(Instr. 3,		•	(I) of multeet	Ownership		
							•	(Instr. 4)	(Instr. 4)		
						(A)	Reported Transaction(s)				
				Code V	Amount	or (D) Price	(Instr. 3 and 4)				
				code v	7 thiount	(D) Thee					
Reminder: R	eport on a separate lin	ne for each c	lass of sec	urities bene	-	-	-				
							spond to the colle tained in this form		SEC 1474		
					-		ond unless the fo		(9-02)		
					-	-	ently valid OMB co	ntrol			
					numb	Jef.					

 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	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquire (A) or Dispose (D) (Instr. 3 and 5)	d of					(Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	<u>(2)</u>	05/02/2013		А		4,985		(3)	(3)	Common Stock	4,985	S

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
STERN PAULA C/O AVON PRODUCTS, INC. 777 THIRD AVENUE NEW YORK, NY 10017	Х			
Signatures				
Cara Schembri, Attorney-In-Fact	05/06	5/2013		

**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) Restricted stock units granted as part of each director's annual retainer under the Avon Products, Inc. Compensation Plan for Non-Employee Directors.
- (2) Units correspond 1-for-1 with common stock.
- (3) 100% of the restricted stock units vest on the date of the next Annual Meeting of Shareholders and will settle when the director ceases to serve on the Board of Directors.

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.