## Edgar Filing: NOSKI CHARLES H - Form 4

NOSKI CHARI Form 4	LES H									
May 06, 2013										
FORM 4	1								PPROVAL	
	• UNITED	STATES		RITIES A			COMMISSION	OMB Number:	3235-0287	
Check this be if no longer subject to Section 16. Form 4 or Form 5 obligations	STATEM Filed pur Section 17(	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								
may continue <i>See</i> Instruction 1(b).						y Act of 1		511		
(Print or Type Resp	onses)									
1. Name and Address of Reporting Person <u>*</u> NOSKI CHARLES H			2. Issuer Name and Ticker or Trading Symbol AVON PRODUCTS INC [AVP]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
NEW YORK, N	NY 10017						Person		eporting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	Acquired, Disposed of	of, or Beneficia	lly Owned	
	'ransaction Date onth/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report of	on a separate line	e for each cl	ass of sec	urities bene	ficially own	ned directly	or indirectly.			
					Perso inform requir	ns who rest nation cont ed to resp ys a curre	spond to the colle tained in this form ond unless the for ntly valid OMB co	are not rm	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	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)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Ins	
				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		8,308		(3)	(3)	Common Stock	8,308	ç

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
NOSKI CHARLES H C/O AVON PRODUCTS, INC. 777 AVENUE OF THE AMERICAS NEW YORK, NY 10017	х						
Signatures							
Cara Schembri, Attorney-In-Fact	05/06/2013	3					

\*\*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).
  - Restricted stock units granted as part of each director's annual retainer under the Avon Prodoucts, Inc. Compensation Plan for
- (1) Non-Employee Directors. Includes a pro rata award of 3,323 restricted stock units for Mr. Noski's service on the Board since September 2012.
- (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.