#### **AVON PRODUCTS INC**

Form 4

March 05, 2014

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

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January 31, 2005

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if no longer

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

1(b).

(Print or Type Responses)

See Instruction

2. Issuer Name and Ticker or Trading Symbol AVON PRODUCTS INC [AVP]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
3. Date of Earliest Transaction	(Check an applicable)			
(Month/Day/Year)	Director 10% Owner			
03/03/2014	X Officer (give title Other (specify below)			
	Senior Vice President			
4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year)	Applicable Line)			
	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	Symbol AVON PRODUCTS INC [AVP] 3. Date of Earliest Transaction (Month/Day/Year) 03/03/2014 4. If Amendment, Date Original			

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or				Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/03/2014		Code V M	Amount 3,413	(D)	Price \$ 0 (1)	4,606	D	
Common Stock	03/03/2014		F	1,520	D	\$ 15.04	3,086	D	
Common Stock							10	I	By Spouse
Common Stock							0.2	I	By 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		cisable and Date (Year)	7. Title and A Underlying S (Instr. 3 and	Securities	8. P. Deri Sect (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	<u>(2)</u>	03/03/2014		M	3,413	<u>(1)</u>	<u>(1)</u>	Common Stock	3,413	;

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ormiston Susan

C/O AVON PRODUCTS, INC. 777 THIRD AVENUE NEW YORK, NY 10017

Senior Vice President

## **Signatures**

Cara Schembri, Attorney-in Fact

\*\*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 vested on March 3, 2014 and 3,413 shares of common stock were delivered in settlement of such units.
- (2) Units correspond 1-for-1 with common stock.

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.

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