#### Edgar Filing: AVON PRODUCTS INC - Form 4/A

AVON PRO Form 4/A March 17, 2	DDUCTS INC									
FORM	ЛЛ								PPROVAL	
	UNITED	STATES S		RITIES A			COMMISSIO	N OMB Number:	3235-0287	
Check the check	oer							Expires:	January 31,	
subject t Section	if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated burden hou		
Form 4 Form 5			<i>.</i>		а :	· 1	A ( C1024	response	. 0.5	
obligatio may cor <i>See</i> Instr 1(b).	ons Section 17(	(a) of the P	ublic U	tility Hol	ding Con		nge Act of 1934, of 1935 or Section 940	on		
(Print or Type	Responses)									
1. Name and A Patel Niles	:	2. Issuer Name <b>and</b> Ticker or Trading Symbol AVON PRODUCTS INC [AVP]				5. Relationship of Reporting Person(s) to Issuer				
			3. Date of Earliest Transaction				(Check all applicable)			
(Last)	(First) (			of Earliest T Day/Year)	ransaction		Director	109	% Owner	
C/O AVON THIRD AV	N PRODUCTS, IN VENUE		02/18/2	-			X Officer (give below)		er (specify	
	(Street)	]	Filed(Mo	endment, D onth/Day/Yea	-	1	6. Individual or Applicable Line)			
NEW YOR	K, NY 10017		02/18/2	2014			_X_ Form filed by Form filed by Person	One Reporting Po More than One Ro		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution E any (Month/Day	Date, if	3. Transactio Code (Instr. 8)	Disposed	(A) or of (D)	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D) Price	(Instr. 3 and 4)			
Reminder: Re	port on a separate line	e for each clas	ss of sec	urities bene	•	•	or indirectly.	ction of s	SEC 1474	

Persons who respond to the collection of information contained in this form are not 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	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

#### Edgar Filing: AVON PRODUCTS INC - Form 4/A

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	or I (D)	str. 3, 4	d of					(]
				Code	V (	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	5
Restricted Stock Units (1)	<u>(2)</u>	02/18/2014		А	79	9,576		(3)	(3)	Common Stock	79,576	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Patel Nilesh C/O AVON PRODUCTS, INC. 777 THIRD AVENUE NEW YORK, NY 10017			Senior Vice President					
Signatures								

### Cara Schembri, Attorney-in-Fact 03/17/2014 <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 amendment is being filed to correct the transaction date, number of restricted stock units granted and the vesting dates.
- (2) Units correspond 1-for-1 with common stock.
- (3) The restricted stock units vest 50% on February 18, 2017 and 50% on February 18, 2019.

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.

(In