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| $\begin{array}{c c c c c c c c c c c c c c c c c c c $ | Form 4 March 25, 2 FORM Check th if no lon subject to Section 2 Form 4 Form 5 obligation may con | March 25, 2014 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue 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 | | | | | | OMB APPROVAL OMB 3235-0287 Number: January 31, Expires: January 31, 2005 Estimated average burden hours per response 0.5 | | | |
|--|--|--|--------------------|---------------------------------|---------------------------------|--|---|---|--|--|--|
| 1. Name and Address of Reporting Person : HERLIHY DONAGH 2. Issuer Name and Ticker or Trading Symbol AVON PRODUCTS INC [AVP] 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) C/O AVON PRODUCTS, INC., 777 03/21/2014 $Director = 10\%$ Owner XOffficer (give tilte = 10\% Owner YOffficer (giv | | See Instruction 30(h) of the Investment Company Act of 1940 | | | | | | | | | |
| HERLIHY DONAGHIssuerSymbolIssuerAVON PRODUCTS INC [AVP](Check all applicable)(Last)(First)(Middle)3. Date of Earliest Transaction (Month/Day/Year)Check all applicable)C/O AVON PRODUCTS, INC., 777 $3.$ Date of Earliest Transaction (Month/Day/Year)Director Senior Vice PresidentC/O AVON PRODUCTS, INC., 777 $03/21/2014$ $$ | (Print or Type Responses) | | | | | | | | | | |
| (Last) (First) (Middle) 3. Date of Earliest Transaction (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Month/Day/Year) <t< td=""><td></td><td></td><td>Symbol</td><td></td><td>-</td><td colspan="4">Issuer</td></t<> | | | Symbol | | - | Issuer | | | | | |
| $ \begin{array}{c c c c c c c c c c c c c c c c c c c $ | (Last) | (First) (Middle) | 3. Date of Earlies | 3. Date of Earliest Transaction | | | | | | | |
| $ \begin{array}{c c c c c c } & & & & & & & & & & & & & & & & & & &$ | | | | ., | | XOfficer (give titleOther (specify below) | | | | | |
| NEW TORK, NT 10017Person(City)(State)(Zip)Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned1. Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)3.4. Securities Acquired, Disposed of (D) Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)5. Amount of Securities Beneficially Owned Following (Instr. 4)6.7. Nature of Indirect Beneficially Owned (D) or Indirect (I)Common Stock03/21/2014M30,000 FA\$037,643DCommon Stock03/21/2014F11,041 FD\$ 14.6826,602DCommon Stock03/21/2014F11,041 FD\$ 14.6826,602D | | (Street) | | - | l | 6. Individual or Jo Applicable Line) _X_ Form filed by 0 | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | |
| 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 Transactior(A) or Disposed of (D) Code 5. Amount of Securities 6. 7. Nature of Ownership Beneficially Ownership (Instr. 3) (Month/Day/Year) (Month/Day/Year) 3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code 5. Amount of Securities 6. 7. Nature of Ownership Indirect (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities 6. 7. Nature of Ownership (Instr. 4) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 8) 5. Amount of Ownership 6. 7. Nature of Ownership Common Stock 03/21/2014 M 30,000 A \$ 0 37,643 D Common Stock 03/21/2014 F 11,041 D \$ 14.68 26,602 D Common Stock 03/21/2014 F 1419.23 L By 401(k) | | | | | | | porting | | | | |
| Security (Instr. 3) (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 4) (Instr. 4) (A) or Code V Amount (D) Price (Instr. 3 and 4) (Instr. 4) (| (City) | (State) (Zip) | Table I - No | on-Derivative | Securities A | cquired, Disposed of | f, or Beneficial | ly Owned | | | |
| Common Stock 03/21/2014 M 30,000 A \$ 0 37,643 D Common Stock 03/21/2014 F 11,041 D \$ 14.68 26,602 D Common Stock 03/21/2014 F 11,041 D \$ 14.08 26,602 D Common Stock St | Security (Month/Day/Year) Execution Date, if (Instr. 3) any | | | action(A) or Di (Instr. 3, - | sposed of (E 4 and 5) (A) |) Securities Beneficially Owned Following Reported Transaction(s) | SecuritiesOwnershipBeneficiallyForm: DirectOwned(D) orFollowingIndirect (I)Reported(Instr. 4)Transaction(s) | | | | |
| Stock 03/21/2014 M 30,000 A \$0 37,643 D Common Stock 03/21/2014 F 11,041 D \$ 14.68 26,602 D Common 1419.23 L By 401(k) | Common | | Code | V Amount | | (Instr. 3 and 4) | | | | | |
| Stock 03/21/2014 F 11,041 D 14.68 26,602 D Common 1.419.23 L By 401(k) | | 03/21/2014 | М | 30,000 | A \$0 | 37,643 | D | | | | |
| 1 4 1973 I By $401(k)$ | | 03/21/2014 | F | 11,041 | D \$ 14.0 | 58 26,602 | D | | | | |
| | | | | | | 1,419.23 | Ι | By 401(k) | | | |

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

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number.

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) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. l De Sec (In |
|---|---|---|---|--|--|--|--------------------|---|-------------------------------------|--------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units <u>(1)</u> | (2) | 03/21/2014 | | М | 30,000 | <u>(1)</u> | <u>(1)</u> | Common Stock | 30,000 | |

Reporting Owners

| Relationships | | | | | |
|---------------|-----------|-----------------------|---|--|--|
| Director | 10% Owner | Officer | Other | | |
| | | Senior Vice President | | | |
| | | | | | |
| 03/25 | 5/2014 | | | | |
| | | | Director 10% Owner Officer Senior Vice President | | |

**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 21, 2014 and 30,000 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.