## Edgar Filing: AVON PRODUCTS INC - Form 4

AVON PRO	DUCTS INC										
Form 4											
May 08, 201	4										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB AF	OMB APPROVAL		
<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549							OMB Number:	3235-0287			
Check this box									Expires:	January 31,	
subject to				GES IN BENEFICIAL OWNE				NERSHIP OF		2005 average	
Section 16. SE				SECUR	ECURITIES				Estimated average burden hours per		
	Form 4 or							response	0.5		
	Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,										
obligation may cont	Section			•	•	· ·		1935 or Section	1		
See Instru 1(b).		30(h)	of the In	vestment	Compan	y Ac	t of 194	0			
(Print or Type F	Responses)										
STERN PAULA Symbol				er Name and Ticker or Trading PRODUCTS INC [AVP]				5. Relationship of Reporting Person(s) to Issuer			
								(Check all applicable)			
			te of Earliest Transaction th/Day/Year)			X Director	10%	Owner			
C/O AVON	PRODUCTS,	INC., 777	05/06/2	•				Officer (give		r (specify	
THIRD AV		,	00/00/2	011				below)	below)		
	(Street)		4 If Amo	ndmant Da	to Original			6 Individual or Io	int/Group Filin	c(Chaolr	
· · · · · · · · · · · · · · · · · · ·			f Amendment, Date Original cd(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)				
			T nea(mor	lui Day I cai)	<b>,</b>			_X_ Form filed by C	One Reporting Per	rson	
NEW YOR	K, NY 10017							Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Securi	ities Acq	uired, Disposed of	, or Beneficiall	y Owned	
1.Title of	2. Transaction I	ned 3. 4. Securities Acquired				cquired	5. Amount of	6. Ownership 7	7. Nature of		
Security	(Month/Day/Ye	n Date, if Transaction(A) or Disposed of (D)			Securities	Form: Direct	Indirect				
(Instr. 3)		any (Month/I	Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)			5)	Beneficially Owned	Indirect (I) Ownersh	Beneficial		
		(INIOIIUI/I					Following		(Instr. 4)		
						$(\Lambda)$		Reported	( ,		
						(A) or		Transaction(s)			
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	05/08/2014			Р	100	А	\$ 13.35	16,099	D		

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

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Code	Transaction of Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
			Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units <u>(1)</u>	<u>(2)</u>	05/06/2014	А	8,640	(3)	(3)	Common Stock	8,640	\$

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	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
 05/08/2014

 \*\*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.