## Edgar Filing: AVON PRODUCTS INC - Form 4

AVON PROD Form 4	UCTS INC									
October 17, 20	)14									
FORM	Л								PPROVAL	
	UNITED	STATES		RITIES A ashington			E COMMISSIO	N OMB Number:	3235-0287	
Check this if no longer subject to Section 16. Form 4 or Form 5	F CHANGES IN BENEFICIAL OWNERSHII SECURITIES					Estimated burden hou response	urs per			
obligations may contin <i>See</i> Instruc 1(b).	ue. Section 17	(a) of the l	Public U	Jtility Hol	lding Co		inge Act of 1934, t of 1935 or Secti 1940			
(Print or Type Re	sponses)									
1. Name and Address of Reporting Person <u>*</u> Loughran Robert			2. Issuer Name <b>and</b> Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
			AVON PRODUCTS INC [AVP]			(Check all applicable)				
(Last) (First) (Middle) C/O AVON PRODUCTS, INC., 777 THIRD AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 10/15/2014				Director 10% Owner X Officer (give title Other (specify below) below) Acting CFO, VP & Corp. Cont.			
(Street) NEW YORK, NY 10017			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>				
							Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivativ	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	. Transaction Date Month/Day/Year)	Execution any	Date, if	3. Transactic Code (Instr. 8)	Dispose	d (A) or d of (D)	5. Amount of 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	Amoun	t (D) Price	(Instr. 3 and 4)			
Reminder: Repor	t on a separate lin	e for each cl	ass of sec	urities bene	ficially o	wned directly	or indirectly.			
					info requ	rmation con	spond to the colle tained in this forn ond unless the fo ently valid OMB co	n are not rm	SEC 1474 (9-02)	

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

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired or Dispos (D) (Instr. 3, 4 and 5)	ed of					(
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	<u>(2)</u>	10/15/2014		А	10,000		(3)	(3)	Common Stock	10,000	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Loughran Robert C/O AVON PRODUCTS, INC. 777 THIRD AVENUE NEW YORK, NY 10017			Acting CFO, VP & Corp. Cont.			
Signatures						

Karen Leu,	
Attorney-In-Fact	10/17/2014
**Signature of Reporting	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) The reporting person has irrevocably elected to satisfy all withholding tax due upon the delivery of shares by authorizing Avon Products, Inc. to withhold a sufficient amount of shares to satisfy such tax obligation.
- (2) Units correspond 1-for-1 with common stock.
- (3) 100% of the restricted stock units vest on 10/15/2016.

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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