## Edgar Filing: AVON PRODUCTS INC - Form 4

AVON PROI	DUCTS INC									
Form 4	_									
May 08, 2015	5									
FORM			CECU	DITIES				NT	PPROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							N OMB Number:	3235-0287		
Check this if no long								Expires:	January 31,	
subject to Section 10	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated burden hou				
Form 4 or										
Form 5 obligation may conti <i>See</i> Instru 1(b).	Section 17	(a) of the l	Public U	Jtility Hol	ding Cor		nge Act of 1934, t of 1935 or Secti 1940			
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <u>*</u> CORNWELL W DON			2. Issuer Name <b>and</b> Ticker or Trading Symbol AVON PRODUCTS INC [AVP]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
C/O AVON THIRD AVI	PRODUCTS, IN ENUE	NC.,, 777	(Month/ 05/06/2	Day/Year) 2015			X Director Officer (giv below)		% Owner er (specify	
(Street)			4. If Amendment, Date Original			1	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)			Applicable Line)				
NEW YORK	K, NY 10017						_X_ Form filed by Form filed by Person	V One Reporting Porting Portion of More than One R		
(City)	(State)	(Zip)	<b>T</b> 1		<b>.</b>	a		6 D C .		
	· · ·	-		ble I - Non-			Acquired, Disposed		lly Owned	
(Instr. 3) any		Execution any	xecution Date, if Tra		4. Securities sactionAcquired (A) or e Disposed of (D) tr. 8) (Instr. 3, 4 and 5)		SecuritiesFBeneficially(Owned(Following(	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	<ul><li>(A)</li><li>or</li><li>(D) Price</li></ul>	Reported Transaction(s) (Instr. 3 and 4)			
Reminder: Repo	ort on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
					inforn requir	nation con red to resp ays a curre	spond to the collect tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	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>	05/06/2015		А	16,266		(3)	(3)	Common Stock	16,266	

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
CORNWELL W DON C/O AVON PRODUCTS, INC., 777 THIRD AVENUE NEW YORK, NY 10017	Х						
Signatures							
Karen R. Leu, Attorney-In-Fact	05/08/2015						

\*\*Signature of Reporting Person

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- \*\* 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.

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