## Edgar Filing: AVON PRODUCTS INC - Form 4

Form 4 May 08, 2015       OMB APPROVAL         FORM 4 May 08, 2015       UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB Number: 3235-0287         Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       OMB Number: 2005         Filed pursuant to Section 16(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940         (Print or Type Responses)       S. Issuer Name and Ticker or Trading Symbol AVON PRODUCTS INC [AVP]       S. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       Middle)       3. Date of Earliest Transaction (Month/Day/Year)       S. Date of Earliest Transaction (Month/Day/Year)
FORM 4       UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB APPROVAL         Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Expires: 2005       January 31, 2005         Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction 1(b).       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 30(h) of the Investment Company Act of 1935 or Section       State average presponse       State average continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section         (Print or Type Responses)       1. Name and Address of Reporting Person <sup>*</sup> . Xillefer Nancy       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)       State of Officer (give title Officer (give title Officer (give title Officer (give title Other (specify below)       10% Owner Other (specify below)         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing/Check Applicable Line) Form filed by Nore Reporting Person Form filed by Nore Reporting Person 
Check this box if no longer subject to Section 16. Form 4 or Form 5       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Check this box if no longer subject to Section 16. Form 4 or Form 5       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Check this box if no longer subject to Section 16. Form 4 or Form 5       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Check this box if no longer subject to Section 17(a) of the Public Utility Holding Company Act of 1934, obligations may continue. See Instruction 1(b).       OMB Sumary 31, Express Section 17(a) of the Public Utility Holding Company Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).       OMB Sumary 31, Express Section 17(a) of the Public Utility Holding Company Act of 1935, Section 17(a) of the Public Utility Holding Company Act of 1940 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1935, Section 17(a) of the Public Utility Holding Company Act of 1940 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1935, Section 17(a) of the Investment Company Act of 1940 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1935, Section 17(a) of the Investment Company Act of 1940 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1934, Section 17(a) of the Investment Company Act of 1940 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1935, Section 17(a) of the Investment Company Act of 1940 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1935, Section 17(a) of the Public Utility Holding Company Act of 1940 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1940 1(b).         (Last) <t< td=""></t<>
OMB 3235-0287         Washington, D.C. 20549         Check this box if no longer subject to Section 16.         STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.         Form 4 or Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 10(b).       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).       S. Relationship of Reporting Person(s) to Issuer         (Print or Type Responses)       2. Issuer Name and Ticker or Trading Symbol       S. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       (Check all applicable)         (Last)       (First)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line)         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line)         NEW YORK, NY 10017       (First)       (First)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line)         NEW YORK, NY 10017       (First)       (First)       (First)       (First)
if no longer subject to Section 16. Form 4 or Form 5       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Expires: 2005 Estimated average burden hours per response         Form 4 or Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 10(b).       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1940 1(b).         (Print or Type Responses)       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       05/06/2015       —
State in State in State in the original section 16.       SECURITIES       Estimated average burden hours per response       0.5         Form 4 or form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(b).       0.5         (Print or Type Responses)       30(h) of the Investment Company Act of 1940       1940         1. Name and Address of Reporting Person <sup>+</sup> 2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction       (Check all applicable)         C/O AVON PRODUCTS, INC.,, 777       05/06/2015       —       —       10% Owner below)         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line)         NEW YORK, NY 10017       (First)       (Transaction Iright Person Irig
Section 16.     SECURITIES     burden hours per response     0.5       Form 4 or Form 5     Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).     0.5       (Print or Type Responses)     30(h) of the Investment Company Act of 1940 1(b).     5. Relationship of Reporting Person(s) to Issuer     5. Relationship of Reporting Person(s) to Issuer       (Last)     (First)     (Middle)     3. Date of Earliest Transaction (Month/Day/Year)     5. Relationship of Reporting Person(s) to Issuer       (Last)     (First)     (Middle)     3. Date of Earliest Transaction (Month/Day/Year)     -X Director below)     10% Owner       (C/O AVON PRODUCTS, INC, 777     05/06/2015     -X Director below)     10% Owner       (Street)     4. If Amendment, Date Original Filed(Month/Day/Year)     6. Individual or Joint/Group Filing(Check Applicable Line) -X Form filed by One Reporting Person Filed by One Reporting Person Form filed by More than One Reporting Person
Form 4 or Form 5 obligations may continue. See Instruction 1(b).       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction 1(b).       0.5         (Print or Type Responses)       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).       5. Relationship of Reporting Person (s) to Issuer       6. Reporting Person(s) to Issuer         (Print or Type Responses)       2. Issuer Name and Ticker or Trading Symbol       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       05/06/2015       —       —         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line)         NEW YORK, NY 10017       (First)       (First)       (First)
obligations may continue. See Instruction 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940         (Print or Type Responses)       30(h) of the Investment Company Act of 1940         1. Name and Address of Reporting Person * Killefer Nancy       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)       5. Relationship of Reporting Person(s) to Issuer         C/O AVON PRODUCTS, INC.,, 777       05/06/2015       — (Street)       — 4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line) -X_ Form filed by One Reporting Person Form filed by More than One Reporting Person
may continue.       Section 17(a) of the Public Utility Holding Company Act of 1935 of Section         See Instruction       30(h) of the Investment Company Act of 1940         1(b).       (Print or Type Responses)         1. Name and Address of Reporting Person <sup>*</sup> 2. Issuer Name and Ticker or Trading Symbol         Killefer Nancy       2. Issuer Name and Ticker or Trading Symbol         (Last)       (First)         (Last)       (First)         (Month/Day/Year)       -X_ Director         (Other (specify below))       -10% Owner         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)         NEW YORK, NY 10017       -X_ Form filed by More than One Reporting Person
See Instruction 1(b).       30(h) of the Investment Company Act of 1940         (Print or Type Responses)       .1. Name and Address of Reporting Person.*       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction
(Print or Type Responses)       1. Name and Address of Reporting Person <sup>*</sup> .       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction       (Month/Day/Year)       (Check all applicable)         (C/O AVON PRODUCTS, INC, 777       05/06/2015 $\frac{-X_{-}}{05/06/2015}$ $\frac{-X_{-}}{05/06/2015}$ 05/06/2015         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line)         NEW YORK, NY 10017
1. Name and Address of Reporting Person. <sup>1</sup> 2. Issuer Name and Ticker or Trading Symbol       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       05/06/2015 $\frac{-X_{-}}{Director}$ 0fficer (give title $\frac{-1}{D0}$ Other (specify below)         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line)         NEW YORK, NY 10017       X_Form filed by One Reporting Person Form filed by More than One Reporting Person Form filed by More than One Reporting Person
1. Name and Address of Reporting Person. <sup>1</sup> 2. Issuer Name and Ticker or Trading Symbol       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       05/06/2015 $\frac{-X_{-}}{Director}$ 0fficer (give title $\frac{-1}{D0}$ Other (specify below)         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line)         NEW YORK, NY 10017       X_Form filed by One Reporting Person Form filed by More than One Reporting Person Form filed by More than One Reporting Person
Killefer Nancy       Symbol       Issuer         AVON PRODUCTS INC [AVP]       (Check all applicable)         (Last)       (First)       (Middle)         3. Date of Earliest Transaction       (Month/Day/Year)         C/O AVON PRODUCTS, INC.,, 777       05/06/2015         (Street)       4. If Amendment, Date Original         Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check         Applicable Line)       -X_ Form filed by One Reporting Person         NEW YORK, NY 10017       (Street)
Killefer Nancy       Symbol       Issuer         AVON PRODUCTS INC [AVP]       (Check all applicable)         (Last)       (First)       (Middle)         3. Date of Earliest Transaction       (Check all applicable)         C/O AVON PRODUCTS, INC.,, 777       (Month/Day/Year)       -X_ Director         O5/06/2015       05/06/2015       -X_ Director         (Street)       4. If Amendment, Date Original       6. Individual or Joint/Group Filing(Check         Killed(Month/Day/Year)       -X_ Form filed by One Reporting Person         NEW YORK, NY 10017       -X_ Form filed by One Reporting Person
(Last)       (First)       (Middle)       3. Date of Earliest Transaction       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction
(Last)       (First)       (Middle)       3. Date of Earliest Transaction         (Last)       (First)       (Middle)       3. Date of Earliest Transaction         (Month/Day/Year)      XDirector      10% Owner         C/O AVON PRODUCTS, INC, 777       05/06/2015      XOfficer (give title      10% Owner         (Street)       4. If Amendment, Date Original       6. Individual or Joint/Group Filing(Check         NEW YORK, NY 10017       Filed(Month/Day/Year)      X_Form filed by One Reporting Person         (Citu)       (Stret)       (Zita)
C/O AVON PRODUCTS, INC.,, 777       (Month/Day/Year)      XDirector      10% Owner         Officer (give title      Officer (give title      Other (specify below)         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line)         NEW YORK, NY 10017
C/O AVON PRODUCTS, INC.,, 777 05/06/2015 THIRD AVENUE (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 5. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting Person (City) (Stret) (Tip) (Tip) (Tip)
(Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person
Filed(Month/Day/Year)       Applicable Line)         NEW YORK, NY 10017       _X_ Form filed by One Reporting Person         (City)       (State)         (City)       (State)
Filed(Month/Day/Year)       Applicable Line)         NEW YORK, NY 10017       _X_ Form filed by One Reporting Person         (City)       (State)         (City)       (State)
NEW YORK, NY 10017
INEW YORK, NY 10017 Person
$(C;t_{1})$ $(Stata)$ $(Z;a)$
(City) (State) (Zip) Table I. Non-Derivative Securities Acquired Disposed of or Repeticially Owned
rable 1 - Hon-Derivative Securities Acquired, Disposed of, or Denencially Owned
1.Title of     2. Transaction Date     2A. Deemed     3.     4. Securities     5. Amount of     6. Ownership     7. Nature of
Security(Month/Day/Year)Execution Date, ifTransactionAcquired (A) orSecuritiesForm: DirectIndirect(Instr. 3)anyCodeDisposed of (D)Beneficially(D) or IndirectBeneficial
(Instr. 3)anyCodeDisposed of (D)Beneficially(D) or IndirectBeneficial(Month/Day/Year)(Instr. 8)(Instr. 3, 4 and 5)Owned(I)Ownership
Following (Instr. 4) (Instr. 4)
(A) Reported
or (Instr. 3 and 4)
Code V Amount (D) Price (IIIsu. 5 and 4)
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
Persons who respond to the collection of SEC 1474
information contained in this form are not (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)	Month/Day/Year) Execution Date, if		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 Dispose (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						
L O	Director	10% Owner	Officer	Other			
Killefer Nancy 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 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.

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