## Edgar Filing: AVON PRODUCTS INC - Form 4

AVON PRO	ODUCTS INC											
Form 4												
March 14, 2	ЛЛ									OMB A	PPROVA	AL.
	this box		SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number:	3235		
if no los subject Section Form 4	nger to <b>STATE</b> 16.	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires:January 31, 2005Estimated averageburden hours per response0.5			
Form 5 obligations may continue. See Instruction 1(b). 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 30(h) of the Investment Company Act of 1940												
(Print or Type	e Responses)											
1. Name and Acosta Fer	2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer							
	AVON PRODUCTS INC [AVP]				[AVP]	(Check all applicable)						
(Last) C/O AVO THIRD A	3. Date of Earliest Transaction (Month/Day/Year) 03/10/2016				Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President							
NEW YOU	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>							
NEW IOI	RK, NY 10017							Person	·			
(City)	(State)	(Zip)	Tab	ole I - Non-	Deriva	tive S	Securities A	Acquired, Disp	osed of,	or Beneficia	lly Owne	d
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution any (Month/Da(Instr. 3)any (Month/Da					5. Amount of Securities6. Ownership Form: Direct7. Nature of IndirectBeneficially Owned(D) or IndirectBeneficialOwned Following Transaction(s)(Instr. 4)(Instr. 4)				al ip			
				Code V	Amo	unt		(Instr. 3 and 4	4)			
Reminder: Re	eport on a separate lin	e for each cl	ass of sec	urities bene	-		-	-				
					int re	form quire	ation con ed to resp	spond to the tained in this ond unless tl ntly valid OM	form a he form	ire not 1	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
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units (1)	(2)	03/10/2016		А	152,440		(3)	(3)	Common Stock	152,44
Stock Option (Right To Buy)	\$ 5.49 <u>(4)</u>	03/10/2016		A	381,100		(5)	03/10/2026	Common Stock	381,10

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
Acosta Fernando C/O AVON PRODUCTS, INC. 777 THIRD AVENUE NEW YORK, NY 10017			Executive Vice President				
Signatures							
Dorothy Wisniowski,		03/14/2016	5				

Attorney-In-Fact

\*\*Signature of Reporting Person

03/14/2016 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).
- The reporting person has irrevocably elected to satisfy all withholding tax due upon the delivery of shares by authorizing Avon Products, (1) Inc. to withhold a sufficient amount of shares to satisfy such tax obligation.
- (2) Units correspond 1-for-1 with common stock.
- 100% of the restricted stock units are scheduled to vest on 3/10/2019. (3)
- The exercise price of this premium-priced stock option is equal to 130% of the closing price of Avon's common stock on the date of (4) grant.
- (5) This option vests in three equal annual installments beginning on 03/10/2017.

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.