## Edgar Filing: AVON PRODUCTS INC - Form 4

AVON PRO Form 4	DUCTS INC									
May 31, 201	16									
FORM	14								PPROVAL	
	UNITED	STATES					E COMMISSIO	N OMB Number:	3235-0287	
Check th if no lon subject t Section Form 4 of Form 5 obligation may con <i>See</i> Instr 1(b).	ger o 16. or Filed pu ons tinue.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 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							January 31, 2005 average urs per . 0.5	
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> Ross Cathy D			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)			
				3. Date of Earliest Transaction						
C/O AVON THIRD AV	I PRODUCTS, II 'ENUE	NC., 777	(Month/ 05/26/2	Day/Year) 2016			X Director Officer (giv below)		% Owner her (specify	
(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				
NEW YOR	K, NY 10017						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tal	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4) Amount	(A) or of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Re	oort on a separate lin	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
	on a separate fin				Perso inform requir	ns who res nation con red to resp ays a curre	spond to the colle tained in this forn 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>	05/26/2016		А	32,659		(3)	(3)	Common Stock	32,659	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Ross Cathy D C/O AVON PRODUCTS, INC. 777 THIRD AVENUE NEW YORK, NY 10017	Х					
Signatures						
Ginny Edwards, Attorney-In-Fact	05/	31/2016				

\*\*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).
  - Restricted stock units granted as part of each director's annual retainer under the Avon Products, Inc. Compensation Plan for
- (1) Non-Employee Directors. Includes a pro-rata award of 2,711 restricted stock units for Ms. Ross' service on the Board since since March 2016.
- (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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