## Edgar Filing: AVON PRODUCTS INC - Form 4

AVON PRODUC	CTS INC										
Form 4											
May 31, 2016											
FORM 4	UNITED	STATES	SECU	DITIES	AND EV	CHANCE		т	PPROVAL		
	UNITED	SIAIES		shington				N OMB Number:	3235-0287		
Check this box if no longer CTLA TED (ENTER OF CHANGES IN DEDUCTAL ON DEDSITION OF								Expires:	January 31, 2005		
subject to Section 16. SECURITIES Form 4 or							Estimated burden hou response	average Irs per			
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 17(	a) of the l	Public U	Itility Hol	ding Con		nge Act of 1934, of 1935 or Section 940				
(Print or Type Respon	nses)										
1. Name and Address of Reporting Person <u>*</u> Galbato Chan				er Name <b>an</b> PRODU		-	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction				(Cne	eck all applicabl	e)		
(				(Month/Day/Year) 05/26/2016			X Director Officer (giv below)		% Owner er (specify		
				ed(Month/Day/Year) Appli			Applicable Line)	vidual or Joint/Group Filing(Check able Line) orm filed by One Reporting Person			
NEW YORK, NY 10022				Fe				_ Form filed by More than One Reporting			
(City) (	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year)		Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price		Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
Damindan Danart an	o comonata lina	for each al	and of and	unitian hana	ficially are	ad dimentity	an in dina atly				
Reminder: Report on	i a separate fine	TOT EACH CI	ass of sec	unues defie	Perso inform requir	ns who rest nation cont ed to respo ys a curre	spond to the colle ained in this form ond unless the for ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tab					posed of, or convertible s	Beneficially Owned securities)	1			

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri

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Security (Instr. 3)	-		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		Secu (Inst
				Code V	(A) (D	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	<u>(2)</u>	05/26/2016		А	32,659	(3)	(3)	Common Stock	32,659	9

## **Reporting Owners**

Reporting Owner Name / Address			Relationships					
	Director	10% Owner	Officer	Other				
Galbato Chan C/O CERBERUS CAPITAL MANAGEM 875 THIRD AVENUE, 11TH FLOOR NEW YORK, NY 10022	IENT, L.P.	Х						
Signatures								
Ginny Edwards, 05/ Attorney-In-Fact	/31/2016							

Date

<u>\*</u>Signature of Reporting Person

## **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).
- Phantom Stock granted as part of the Reporting Person's annual director retainer in lieu of restricted stock units typically granted under
  (1) the Avon Products, Inc. Compensation Plan for Non-Employee Directors. Includes a pro-rata award of 2,711 Phantom Stock units for Mr. Galbato's service on the Board since March 2016.
- (2) Each share of Phantom Stock corresponds 1-for-1 with common stock.
- (3) 100% of the Phantom Stock vests on the date of the next Annual Meeting of Shareholders.

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.