#### HERINGTON CHARLES M

Form 4 June 30, 2009

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box

if no longer subject to Section 16. Form 4 or

Form 5

obligations may continue. See Instruction

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \* HERINGTON CHARLES M

(First) (Middle)

**AVON PRODUCTS, INC., 1345** AVENUE OF THE AMERICAS

NEW YORK, NY 10105-0196

(Street)

2. Issuer Name and Ticker or Trading Symbol

AVON PRODUCTS INC [AVP]

3. Date of Earliest Transaction (Month/Day/Year) 06/26/2009

4. If Amendment, Date Original

Filed(Month/Day/Year)

**OMB APPROVAL** 

**OMB** Number:

3235-0287 January 31,

0.5

Expires:

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response...

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify below)

below) **Executive Vice President** 

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3.

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

4. Securities

Securities Beneficially Owned Following Reported

5. Amount of

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(9-02)

Indirect

7. Nature of

Transaction(s) (Instr. 3 and 4)

(A)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

Secu

8. Pı

Deri

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) (Inst Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date orNumber of Shares Deferred Common Stock (1) 06/26/2009 Α 133.08 (2) (2) 133.08 Stock Units (1)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HERINGTON CHARLES M AVON PRODUCTS, INC. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105-0196

**Executive Vice President** 

## **Signatures**

By Kim K.W. Rucker, Attorney-In-Fact

06/30/2009

Date

\*\*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).
- (1) Units correspond 1-for-1 with common stock.
- Under the Deferred Compensation Plan (the "Plan"), a reporting person may transfer amounts out of the Avon Stock Fund into an alternative investment fund under the Plan at any time. Under the Plan, units are payable in cash following retirement, termination of the reporting person's employment with the company or, while still in service, on a date or series of dates pursuant to a lump sum or installment pay-out election.

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.

Reporting Owners 2