#### Edgar Filing: HERINGTON CHARLES M - Form 4

HERINGTON C	CHARLES M										
Form 4											
December 01, 20	)09										
FORM 4		CTATES	SECU	DITIES				NT	PPROVAL		
-	UNITED	SIAIES		shington			GE COMMISSIO	Number:	3235-0287		
Check this bo if no longer	Expires:	January 31, 2005									
subject to	to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF										
Section 16.				SECUI	RITIES			burden hou	urs per		
Form 4 or Form 5	Eiled and		Testion 1	f(a) = f(a)		ting Errol	ana A at af 1024	response	. 0.5		
obligations							hange Act of 1934, ct of 1935 or Secti				
may continue.	•			ivestmen				on			
See Instruction 1(b).	n	50(II)	or the h	ivestinen	t Compa	ily net of	1740				
-(-).											
(Print or Type Respo	onses)										
1 None and Addre	a of Donosting	Danson *					5 Deletionship	of Donostin a Dos	(a) to		
1. Name and Addre HERINGTON (	suer Name and Ticker or Trading			S. Kelauonsnip ( Issuer	5. Relationship of Reporting Person(s) to Issuer						
Symbol				ON PRODUCTS INC [AVP]							
æ .							(Che	(Check all applicable)			
(Last)				Date of Earliest Transaction Ionth/Day/Year)			Director	100	% Owner		
				/27/2009				Officer (give title Other (specify			
AVENUE OF THE AMERICAS							below)	below) xecutive Vice President			
Executive vice Presic											
				mendment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year) Applicable Line) X Form filed by							One Reporting Person				
NEW YORK, N	Y 10105-01	96					Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities	s Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of 2. Tr	ransaction Date	2A. Deemed		3. 4. Securities			5. Amount of	6. Ownership	7. Nature of		
•	nth/Day/Year)	Execution Date, if any (Month/Day/Year)		TransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)			Securities	Form: Direct	Indirect		
(Instr. 3)							Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership		
							Following	(Instr. 4)	(Instr. 4)		
			(A)			Reported					
						or	Transaction(s) (Instr. 3 and 4)				
				Code V	Amount	(D) Prio	ce (Line ) and ()				

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3) Price of Derivative Security			(Month/Day/Year)	(Instr.	tr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(Ir		(Ins		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units (1)	<u>(1)</u>	11/27/2009		А		102.16		(2)	(2)	Common Stock	102.16	\$ .

# **Reporting Owners**

Reporting Owner Name / Address				
	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 12/01/2009

\*\*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).

Date

(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.

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