### PERELMAN RONALD O

Form 4

December 10, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** 

**OMB APPROVAL** 

Number:

3235-0287

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

**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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* PERELMAN RONALD O

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(Zip)

REVLON INC /DE/ [REV] 3. Date of Earliest Transaction

(Check all applicable)

(Last)

(City)

(First) (Middle)

(Month/Day/Year)

12/09/2008

\_X\_\_ Director Officer (give title

\_ 10% Owner Other (specify

35 EAST 62ND STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

(Street)

Filed(Month/Day/Year)

NEW YORK, NY 10065

(State)

							. , .	<b>1</b>	•	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securiti on(A) or Dis (Instr. 3, 4)	posed	of (D)	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)	
Class A Common Stock (1)							323,500	D		
Class A Common Stock (1) (2)	12/09/2008		P	15,000	A	\$ 6.88	27,784,235	I	Owned through wholly owned corporations	
Class A Common Stock (1) (2)	12/10/2008		P	30,000	A	\$ 6.49	27,814,235	I	Owned through wholly owned	

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corporations

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo
					Disposed of (D)						Trans (Instr
					(Instr. 3, 4, and 5)						`
					1, und 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Keiationsnips							
	Director	10% Owner	Officer	Other				
PERELMAN RONALD O 35 EAST 62ND STREET NEW YORK, NY 10065	X	X						

## **Signatures**

/s/ Barry F. Schwartz for Ronald O. Perelman pursuant to a Power of Attorney

12/10/2008

\*\*Signature of Reporting Person

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).

Deletionshin

- Revlon, Inc., the issuer, completed a 1-for-10 reverse stock split on 9/15/08. Accordingly, the shares reported in this Form 4 are adjusted for the 1-for-10 reverse stock split.
- Includes 4,561,610 shares of Class A Common Stock beneficially owned by a family member with respect to which shares MacAndrews (2) & Forbes Holdings Inc., a corporation wholly owned by Ronald O. Perelman, holds a voting proxy. Does not include 3,125,000 shares of Class B Common Stock of Revlon, Inc. also beneficially owned by Mr. Perelman.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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