

PERELMAN RONALD O
Form 4
March 22, 2006

FORM 4

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

OMB APPROVAL

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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. Name and Address of Reporting Person *
PERELMAN RONALD O

(Last) (First) (Middle)
35 EAST 62ND STREET
(Street)
NEW YORK, NY 10021
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
REVLON INC /DE/ [REV]

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock, par value \$0.01 per share ⁽¹⁾ ₍₂₎	03/20/2006		X		19,954,747 <u>(1)</u> <u>(2)</u>	A	\$ 2.8	177,346,014	I	Owned through wholly owned corporations
Class A Common Stock ⁽³⁾								170,000	D	

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Commitment to purchase <u>(1)</u> <u>(2)</u>	\$ 2.8	03/20/2006		X	23,400,052 <u>(1)</u> <u>(2)</u> <u>(4)</u>	02/17/2006	03/20/2006	Class A Common Stock, par value \$0.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERELMAN RONALD O 35 EAST 62ND STREET NEW YORK, NY 10021	X	X		

Signatures

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

03/22/2006

**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).

(1) Purchase by MacAndrews & Forbes Holdings Inc. ("Holdings") from Revlon, Inc. (the "Company") in satisfaction of Holdings' commitment to purchase, pursuant to a Stock Purchase Agreement ("Stock Purchase Agreement") by and between Holdings and the Company, dated February 17, 2006, the full number of shares of Class A Common Stock that it would otherwise have been entitled to subscribe for in the Company's rights offering (the "Rights Offering"), at a price of \$2.80 per share, in accordance with Holdings' basic subscription privilege. Simultaneous with such purchase, an affiliate of Holdings acquired 3,445,305 shares of Class A Common Stock directly from the Company also pursuant to such Stock Purchase Agreement. (continued to footnote 2)

(2) (continued from footnote 1) The 3,445,305 shares acquired by such affiliate plus the 19,954,747 shares acquired directly by Holdings represent the 23,400,052 shares of Class A Common Stock that Holdings and its affiliates would have been entitled to subscribe for pursuant to their basic subscription rights Holdings and such affiliates received in the Rights Offering. Holdings is wholly owned by the reporting person.

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(3) Previously reported.

Represents the number of shares of Class A Common Stock that Holdings and its affiliates would have been entitled to subscribe for

(4) pursuant to their basic subscription rights received in the Rights Offering, which rights expired on March 20, 2006. In lieu of exercising such rights, Holdings and such affiliates made the purchase referred to in note (1) above in satisfaction of the commitment to purchase reported on Form 4 filed on February 21, 2006.

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

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