

HERLIHY DONAGH  
Form 4  
March 01, 2013

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**HERLIHY DONAGH**

(Last) (First) (Middle)  
**AVON PRODUCTS, INC., 777  
THIRD AVENUE**  
  
(Street)

**NEW YORK, NY 10017**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**AVON PRODUCTS INC [AVP]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/27/2013**

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)  
**Senior Vice President**

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 02/27/2013                           |  | M                              |   | 25,000  | A  | \$ 15.5   |
|                                 |                                      |  |                                |   |   |  | 32,643  |
| Common Stock                    | 02/27/2013                           |  | S                              |   | 25,000  | D  | \$ 19.46  |
|                                 |                                      |  |                                |   |   |  | 7,643   |
|                                 |                                      |  |                                |   |   |  | <u>(1)</u>  |
| Common Stock                    | 02/28/2013                           |  | M                              |   | 25,000  | A  | \$ 15.5   |
|                                 |                                      |  |                                |   |   |  | 32,643  |
| Common Stock                    | 02/28/2013                           |  | S                              |   | 25,000  | D  | \$ 19.48  |
|                                 |                                      |  |                                |   |   |  | 7,643   |
|                                 |                                      |  |                                |   |   |  | <u>(2)</u>  |
|                                 |                                      |  |                                |   |   |  | 1,397   |
|                                 |                                      |  |                                |   |   |  | I   |

Common  
Stock

By 401(k)  
Plan

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 15.5  | 02/27/2013                           |  | M                              | 25,000  | <sup>(3)</sup> 03/05/2019                                | Common Stock  | 25,000                        |
| Stock Option (Right to Buy)                | \$ 15.5  | 02/28/2013                           |  | M                              | 25,000  | <sup>(3)</sup> 03/05/2019                                | Common Stock  | 25,000                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| HERLIHY DONAGH<br>AVON PRODUCTS, INC.<br>777 THIRD AVENUE<br>NEW YORK, NY 10017 |               |           | Senior Vice President |       |

## Signatures

Karen R. Leu,  
Attorney-In-Fact

03/01/2013

\*\*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).

The price reported reflects the weighted average price of the shares sold. Shares were sold at varying prices in the range of \$19.45 -

(1) \$19.47. Upon the request of the staff of the Securities and Exchange or a security holder of Avon Products, Inc., full information will be provided regarding the number of shares at each separate price.

The price reported reflects the weighted average price of the shares sold. Shares were sold at varying prices in the range of \$19.46 -

(2) \$19.51. Upon the request of the staff of the Securities and Exchange or a security holder of Avon Products, Inc., full information will be provided regarding the number of shares at each separate price.

(3) This option vests in three equal annual installments beginning on 3/5/10.

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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