

Edgar Filing: AVON PRODUCTS INC - Form SC 13G

AVON PRODUCTS INC  
Form SC 13G  
February 10, 2004

Page 1 of 12 Pages

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities exchange Act of 1934

(AMENDMENT NO.3) \*

AVON PRODS INC

-----  
(NAME OF ISSUER)

COM

-----  
(TITLE OF CLASS OF SECURITIES)

054303102

-----  
(CUSIP NUMBER)

January 31, 2004

-----  
(Date of event which requires filing of this Statement)

NOTE: A MAJORITY OF THE SHARES REPORTED IN THIS SCHEDULE 13G ARE HELD BY UNAFFILIATED THIRD-PARTY CLIENT ACCOUNTS MANAGED BY ALLIANCE CAPITAL MANAGEMENT L.P., AS INVESTMENT ADVISER. (ALLIANCE CAPITAL MANAGEMENT L.P. IS A MAJORITY-OWNED SUBSIDIARY OF AXA FINANCIAL, INC.)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- X Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be 'filed' for the purpose of Section 18 of the Securities Exchange Act of 1934 ('Act') or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(CONTINUED ON FOLLOWING PAGE(S))

Edgar Filing: AVON PRODUCTS INC - Form SC 13G

CUSIP NO. 054303102

13G

Page 2 of 12 Pages

- 1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Assurances I.A.R.D. Mutuelle

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \* (A)  [X]  
(B)  [ ]

- 3. SEC USE ONLY

- 4. CITIZENSHIP OR PLACE OF ORGANIZATION  
France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF January 31, 2004 BY EACH REPORTING PERSON WITH:		5. SOLE VOTING POWER	11,710,326
		6. SHARED VOTING POWER	6,239,572
		7. SOLE DISPOSITIVE POWER	22,720,614
		8. SHARED DISPOSITIVE POWER	1,173,798
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (Not to be construed as an admission of beneficial ownership)			23,894,412
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *			
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			10.1%
12. TYPE OF REPORTING PERSON *			
IC			
* SEE INSTRUCTIONS BEFORE FILLING OUT!			

CUSIP NO. 054303102

13G

Page 3 of 12 Pages

- 1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Assurances Vie Mutuelle

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \* (A)  [X]  
(B)  [ ]

- 3. SEC USE ONLY

- 4. CITIZENSHIP OR PLACE OF ORGANIZATION  
France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF January 31, 2004		5. SOLE VOTING POWER	11,710,326
		6. SHARED VOTING POWER	6,239,572

Edgar Filing: AVON PRODUCTS INC - Form SC 13G

BY EACH REPORTING PERSON WITH:	7.	SOLE DISPOSITIVE POWER	22,720,614
	8.	SHARED DISPOSITIVE POWER	1,173,798
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (Not to be construed as an admission of beneficial ownership)			23,894,412
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *			
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			10.1%
12. TYPE OF REPORTING PERSON *			
IC			
* SEE INSTRUCTIONS BEFORE FILLING OUT!			

CUSIP NO. 054303102

13G

Page 4 of 12 Pages

1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
AXA Courtage Assurance Mutuelle			
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *			(A) <input checked="" type="checkbox"/> [X] (B) <input type="checkbox"/> [ ]
3. SEC USE ONLY			
4. CITIZENSHIP OR PLACE OF ORGANIZATION France			
NUMBER OF SHARES BENEFICIALLY OWNED AS OF January 31, 2004	5.	SOLE VOTING POWER	11,710,326
	6.	SHARED VOTING POWER	6,239,572
BY EACH REPORTING PERSON WITH:	7.	SOLE DISPOSITIVE POWER	22,720,614
	8.	SHARED DISPOSITIVE POWER	1,173,798
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (Not to be construed as an admission of beneficial ownership)			23,894,412
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *			
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			10.1%
12. TYPE OF REPORTING PERSON *			
IC			
* SEE INSTRUCTIONS BEFORE FILLING OUT!			

Edgar Filing: AVON PRODUCTS INC - Form SC 13G

CUSIP NO. 054303102

13G

Page 5 of 12 Pages

- 1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \* (A) [ ]  
(B) [ ]

- 3. SEC USE ONLY

- 4. CITIZENSHIP OR PLACE OF ORGANIZATION  
France

NUMBER OF SHARES	5. SOLE VOTING POWER	11,710,326
BENEFICIALLY		
OWNED AS OF	6. SHARED VOTING POWER	6,239,572
January 31, 2004		
BY EACH	7. SOLE DISPOSITIVE POWER	22,720,614
REPORTING		
PERSON WITH:	8. SHARED DISPOSITIVE POWER	1,173,798

- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 23,894,412  
(Not to be construed as an admission of beneficial ownership)

- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES \* | |

- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 10.1%

- 12. TYPE OF REPORTING PERSON \*  
IC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 054303102

13G

Page 6 of 12 Pages

- 1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Financial, Inc. 13-3623351

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \* (A) [ ]  
(B) [ ]

- 3. SEC USE ONLY

- 4. CITIZENSHIP OR PLACE OF ORGANIZATION  
State of Delaware

NUMBER OF SHARES	5. SOLE VOTING POWER	10,721,178
BENEFICIALLY		
OWNED AS OF	6. SHARED VOTING POWER	6,239,572
January 31, 2004		

Edgar Filing: AVON PRODUCTS INC - Form SC 13G

BY EACH REPORTING PERSON WITH:	7.	SOLE DISPOSITIVE POWER	22,634,332
	8.	SHARED DISPOSITIVE POWER	35,672

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,670,004  
(Not to be construed as an admission of beneficial ownership)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES \* | |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 9.6%

12. TYPE OF REPORTING PERSON \*  
HC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

13G

Page 7 of 12 Pages

Item 1(a) Name of Issuer:  
AVON PRODS INC

Item 1(b) Address of Issuer's Principal Executive Offices:  
1345 Ave. of the Americas  
New York, NY 10105

Item 2(a) and (b)  
Name of Person Filing and Address of Principal Business Office:

AXA Assurances I.A.R.D Mutuelle, and  
AXA Assurances Vie Mutuelle,  
370, rue Saint Honore  
75001 Paris, France

AXA Courtage Assurance Mutuelle  
26, rue Louis le Grand  
75002 Paris, France

as a group (collectively, the 'Mutuelles AXA').

AXA  
25, avenue Matignon  
75008 Paris, France

AXA Financial, Inc.  
1290 Avenue of the Americas  
New York, New York 10104

(Please contact Dean Dubovy at (212) 314-5528 with any

13G

Page 8 of 12 Pages

Item 2(c) Citizenship:  
Mutuelles AXA and AXA - France

Edgar Filing: AVON PRODUCTS INC - Form SC 13G

AXA Financial, Inc. - Delaware

Item 2(d) Title of Class of Securities:

COM

Item 2(e) Cusip Number:  
054303102

Item 3. Type of Reporting Person:  
AXA Financial, Inc. as a parent holding company,  
in accordance with 240.13d-1(b) (ii) (G).

The Mutuelles AXA, as a group, acting as a parent holding company.

AXA as a parent holding company.

13G

Page 9 of 12 Pages

Item 4. Ownership as of January 31, 2004

(a) Amount Beneficially Owned:  
23,894,412 shares of common stock beneficially owned including:

	No. of Shares
	-----
The Mutuelles AXA, as a group	0
AXA	0
AXA Entity or Entities	
Common Stock acquired solely for investment purposes:	
AXA Investment Managers Den Haag	982
AXA Konzern AG (Germany)	85,300
AXA Rosenberg Investment Management LLC	1,138,126
AXA Financial, Inc.	0

Subsidiaries:

Alliance Capital Management L.P.  
acquired solely for investment purposes on  
behalf of client discretionary investment  
advisory accounts:

Common Stock	22,441,044
Shares which may be acquired/(disposed of) upon exercise of options	40,000

22,481,044

The Equitable Life Assurance Society of the United States  
acquired solely for investment purposes:

Edgar Filing: AVON PRODUCTS INC - Form SC 13G

Common Stock	188,960	188,960
		-----
Total		23,894,412
		=====

Each of the Mutuelles AXA, as a group, and AXA expressly declares that the filing of this Schedule 13G shall not be construed as an admission that it is, for purposes of Section 13(d) of the Exchange Act, the beneficial owner of any securities covered by this Schedule 13G.

Each of the above subsidiaries of AXA Financial, Inc. operates under independent management and makes independent decisions.

(b) Percent of Class: 10.1%

=====

Page 10 of 12 Pages

ITEM 4. Ownership as of January 31, 2004 (CONT.)

(c) Deemed Voting Power and Disposition Power:

	(i) Deemed to have Sole Power to Vote or to Direct the Vote	(ii) Deemed to have Shared Power to Vote or to Direct the Vote	(iii) Deemed to have Sole Power to Dispose or to Direct the Disposition	(iv) Deemed to have Shared Power to Dispose or to Direct the Disposition
	-----	-----	-----	-----
The Mutuelles AXA, as a group	0	0	0	0
AXA	0	0	0	0
AXA Entity or Entities:				
AXA Investment Managers Den Haag	982	0	982	0
AXA Konzern AG (Germany)	85,300	0	85,300	0
AXA Rosenberg Investment Management LLC	902,866	0	0	1,138,126
AXA Financial, Inc.	0	0	0	0
Subsidiaries:				
-----				
Alliance Capital Management L.P.	10,568,678	6,239,572	22,445,372	35,672
The Equitable Life Assurance Society of the United	152,500	0	188,960	0

Edgar Filing: AVON PRODUCTS INC - Form SC 13G

-----	-----	-----	-----
11,710,326	6,239,572	22,720,614	1,173,798
=====	=====	=====	=====

Each of the above subsidiaries of AXA Financial, Inc. operates under independent management and makes independent voting and investment decisions.

Page 11 of 12

Pages

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the  
( )

Item 6. Ownership of More than Five Percent on behalf of Another Person. N/A

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reporting on by the Parent Holding Company:

This Schedule 13G is being filed by AXA Financial, Inc.; AXA, which owns AXA Financial, Inc.; and the Mutuelles AXA, which as a group control AXA:

(X) in the Mutuelles AXAs' capacity, as a group, acting as a parent holding company with respect to the holdings of the following AXA entity or entities:

(X) in AXA's capacity as a parent holding company with respect to the holdings of the following AXA entity or entities:

AXA Investment Managers Den Haag

AXA Konzern AG (Germany)  
AXA Rosenberg Investment Management LLC

(X) in AXA Financial, Inc.'s capacity as a parent holding company with respect to the holdings of the following subsidiaries:

(X) Alliance Capital Management L.P.  
(13-3434400), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.

(X) The Equitable Life Assurance Society of the United States  
(13-5570651), an insurance company and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.

Page 12 of 12 Pages

Item 8. Identification and Classification of Members of the Group. N/A

Item 9. Notice of Dissolution of Group: N/A

Item 10. Certification:

By signing below I certify that to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer



Edgar Filing: AVON PRODUCTS INC - Form SC 13G

of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2004

AXA FINANCIAL, INC.\*

/s/ Alvin H. Fenichel

Alvin H. Fenichel  
Senior Vice President  
and Controller

\*Pursuant to the Joint Filing Agreement with respect to Schedule 13G attached hereto as Exhibit I, among AXA Financial, Inc., AXA Assurances I.A.R.D Mutuelle, AXA Assurances Vie Mutuelle, AXA Courtage Assurance Mutuelle, and AXA, this statement Schedule 13G is filed on behalf of each of them.