

Ibbotson Stephen
Form 3
May 22, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Ibbotson Stephen
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
05/15/2009

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer ___ Other
(give title below) (specify below)
Group VP, Corporate Controller

AVON PRODUCTS,
INC.,Â 1345 AVENUE OF THE
AMERICAS

(Street)

NEW
YORK,Â NYÂ 10105-0196

(City) (State) (Zip)

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

3,144

D Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â <u>(1)</u>	03/13/2013	Common Stock	8,038	\$ 26.4	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	03/11/2014	Common Stock	13,490	\$ 36.42	D	Â
Stock Option (Right to Buy)	Â <u>(3)</u>	03/10/2015	Common Stock	19,277	\$ 41.95	D	Â
Stock Option (Right to Buy)	Â <u>(4)</u>	03/07/2017	Common Stock	4,443	\$ 36.77	D	Â
Stock Option (Right to Buy)	Â <u>(5)</u>	03/05/2018	Common Stock	10,197	\$ 38.8	D	Â
Stock Option (Right to Buy)	Â <u>(6)</u>	03/05/2019	Common Stock	19,601	\$ 15.5	D	Â
Restricted Stock Units <u>(7)</u>	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	3,808	\$ 0 <u>(9)</u>	D	Â
Restricted Stock Units <u>(7)</u>	Â <u>(10)</u>	Â <u>(10)</u>	Common Stock	2,692	\$ 0 <u>(9)</u>	D	Â
Restricted Stock Units <u>(7)</u>	Â <u>(11)</u>	Â <u>(11)</u>	Common Stock	4,000	\$ 0 <u>(9)</u>	D	Â
Restricted Stock Units <u>(7)</u>	Â <u>(12)</u>	Â <u>(12)</u>	Common Stock	5,175	\$ 0 <u>(9)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ibbotson Stephen AVON PRODUCTS, INC. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105-0196	Â	Â	Â Group VP, Corporate Controller	Â

Signatures

Karen Leu,
Attorney-in-Fact

****Signature of Reporting Person**

Date _____

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) This option vested in three equal annual installments beginning on 3/13/2004.

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- (2) This option vested in three equal annual installments beginning on 3/11/2005.
- (3) This option vested in three equal annual installments beginning on 3/10/2006.
- (4) This option vests in three equal annual installments beginning on 3/07/2008.
- (5) This option vests in three equal annual installments beginning on 3/05/2009.
- (6) This option vests in three equal annual installments beginning on 3/05/2010.
- (7) The reporting person has irrevocably elected to satisfy all withholding tax due upon the delivery of shares by authorizing Avon Products, Inc. to withhold a sufficient amount of shares to satisfy such tax obligation.
- (8) 100% of the restricted stock units vest on 3/07/2010.
- (9) Units correspond 1-for-1 with common stock.
- (10) 100% of the restricted stock units vest on 3/05/2011.
- (11) 100% of the restricted stock units vest on 7/15/2011.
- (12) 100% of the restricted stock units vest on 3/05/2012.

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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