

HERLIHY DONAGH

Form 4

March 01, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(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  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Senior Vice President

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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/27/2013                              |                                                             | M                                       | 25,000                                                                  | A \$ 15.5                                                                                                          | 32,643                                                               | D                                                                 |
| Common<br>Stock                       | 02/27/2013                              |                                                             | S                                       | 25,000                                                                  | D \$<br>(1) 19.46                                                                                                  | 7,643                                                                | D                                                                 |
| Common<br>Stock                       | 02/28/2013                              |                                                             | M                                       | 25,000                                                                  | A \$ 15.5                                                                                                          | 32,643                                                               | D                                                                 |
| Common<br>Stock                       | 02/28/2013                              |                                                             | S                                       | 25,000                                                                  | D \$<br>(2) 19.48                                                                                                  | 7,643                                                                | D                                                                 |
|                                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    | 1,397                                                                | I                                                                 |

# Edgar Filing: HERLIHY DONAGH - Form 4

Common  
Stock

By 401(k)  
Plan

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 15.5                                                            | 02/27/2013                              |                                                             | M                                    | 25,000                                                                                                       | (3) 03/05/2019                                                 | Common<br>Stock                                                     | 25,000                                 |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 15.5                                                            | 02/28/2013                              |                                                             | M                                    | 25,000                                                                                                       | (3) 03/05/2019                                                 | Common<br>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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