

AVON PRODUCTS INC
Form 4
March 15, 2017

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 *
Acosta Fernando

(Last) (First) (Middle)

C/O AVON PRODUCTS, INC., 601
MIDLAND AVENUE

(Street)

RYE, NY 10580

(City) (State) (Zip)

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

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

03/13/2017

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)

Executive 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock ⁽¹⁾	03/13/2017		M		58,248 A \$ 0 ⁽¹⁾	197,579	D
Common Stock	03/13/2017		F		15,835 D \$ 4.31	181,744	D
Common Stock ⁽²⁾	03/13/2017		A		79,509 A \$ 0 ⁽²⁾	261,253	D
Common Stock	03/13/2017		F		21,746 D \$ 4.31	239,507	D
Common Stock	03/15/2017		S		77,154 ⁽³⁾ D \$ 4.3236	162,353	D

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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
Restricted Stock Units ⁽¹⁾	(4)	03/13/2017		M	58,248	⁽¹⁾ ⁽¹⁾	Common Stock	58,248

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Acosta Fernando C/O AVON PRODUCTS, INC. 601 MIDLAND AVENUE RYE, NY 10580			Executive Vice President	

Signatures

Ginny Edwards,
Attorney-In-Fact 03/15/2017

**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) Time-based restricted stock units vested on March 13, 2017 and 58,248 shares were delivered in settlement of such units.
- (2) Represents 79,509 shares of common stock delivered in connection with the vesting of performance-based restricted stock units based on the achievement of certain performance targets for the 2014-2016 performance period.
- (3) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 15, 2016.
- (4) Units correspond 1-for-1 with common stock.

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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