AVON PRODUCTS INC

Form 4/A March 12, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

SECURITIES

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person *

CRAMB CHARLES W JR

(Middle)

(First)

1345 AVENUE OF THE

AMERICAS

(City)

(Last)

(Street)

(State)

NEW YORK, NY 10105-0196

2. Issuer Name and Ticker or Trading Symbol

AVON PRODUCTS INC [AVP]

3. Date of Earliest Transaction

(Month/Day/Year) 03/07/2007

4. If Amendment, Date Original

Filed(Month/Day/Year) 03/09/2007

3.

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner

X_ Officer (give title Other (specify below)

CFO & Executive 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 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

(Zip)

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

(A)

4. Securities

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following

Reported

(T) (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Instr. 4)

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Derivative Disposed of (D) Security (Instr. 3, 4, and 5) Code V Expiration Title (A) (D) Date Amount or Exercisable Date Number of Shares Restricted Common Stock (2) 03/07/2007 Α 100,000 (3) (3) 100,000 Stock Units (1)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CRAMB CHARLES W JR 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105-0196

CFO & Executive Vice President

Signatures

By Gilbert L. Klemann, II, Attorney-in-Fact

03/12/2007

**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).
 - This amended Form 4 reflects a grant of restricted stock units that was omitted from the reporting person's Form 4 filed on March 9,
- (1) 2007. The reporting person has irrevocably elected to satisfy all witholding taxes due upon the delivery of shares by authorizing Avon Products, Inc. to withold a sufficient number of shares to satisfy such tax obligation.
- (2) Units correspond 1-for-1 with common stock.
- (3) 100% of restricted stock units vest on 03/07/2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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