## Edgar Filing: RODKIN GARY M - Form 4

RODKIN G	ARY M									
Form 4										
May 05, 200	8									
FORM	14								PPROVA	L
<b>CUNIVI 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-	0287
Check th if no long subject to Section 1 Form 4 o	ser <b>STATEN</b> 6.									y 31, 2005 0.5
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns Section 17(		nge Act of 1934, of 1935 or Secti 940	•						
(Print or Type I	Responses)									
1. Name and Address of Reporting Person <u>*</u> RODKIN GARY M			2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			AVON	PRODU	CTS INC	C [AVP]	(Check all applicable)			
(Last) (First) (Middle) 1345 AVENUE OF THE			3. Date of Earliest Transaction (Month/Day/Year) 05/01/2008			XDirector10% Owner Officer (give title0ther (specify below)below)				
AMERICAS (Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
NEW YOR	K, NY 10105						Person	More than One K	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	1
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if TransactionAcquired (A) or Code Disposed of (D)		(A) or of (D) 4 and 5) (A)	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 Indirect Beneficia Ownershi (Instr. 4)	ıl	
Reminder: Rep	oort on a separate line	e for each cla	ass of sec	Code V urities bene	ficially ow	•	````	ection of S	SEC 1474	
					requi	red to resp	tained in this forn ond unless the fo ntly valid OMB co	rm	(9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

number.

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(Instr. 3)	) Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(In	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	<u>(2)</u>	05/01/2008		А		2,595		(3)	(3)	Common Stock	2,595	e S

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
RODKIN GARY M 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	Х						
Signatures							
By Kim K. Azzarelli, Attorney-In Fact	05/05	5/2008					
**Signature of Reporting Person	D	ate					

## **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) Restricted stock units granted as part of each director's annual retainer under the Avon Product, Inc. Compensation Plan for Non-Employee Directors.
- (2) Units correspond 1-for-1 with common stock.
- (3) 100% of the restricted stock units vest on 5/1/2009.

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.