

Briddon Robert
Form 3
March 04, 2011

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 *

Briddon Robert
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
03/01/2011

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Senior Vice President

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

C/O AVON PRODUCTS, INC., 1345 AVENUE OF THE AMERICAS

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

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 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)

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 Security

5. Ownership Form of Derivative Security: Direct (D)

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

Date Exercisable Date Expiration Date

Title Amount or Number of

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				Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (1)	03/14/2012	Common Stock	4,246	\$ 26.55	D	Â
Stock Option (Right to Buy)	Â (2)	03/13/2013	Common Stock	16,666	\$ 26.4	D	Â
Stock Option (Right to Buy)	Â (3)	03/11/2014	Common Stock	29,224	\$ 36.42	D	Â
Stock Option (Right to Buy)	Â (4)	03/10/2015	Common Stock	27,000	\$ 41.95	D	Â
Stock Option (Right to Buy)	Â (5)	03/31/2016	Common Stock	4,580	\$ 30.97	D	Â
Stock Option (Right to Buy)	Â (6)	03/07/2017	Common Stock	4,393	\$ 36.77	D	Â
Stock Option (Right to Buy)	Â (7)	03/05/2018	Common Stock	11,081	\$ 38.8	D	Â
Stock Option (Right to Buy)	Â (8)	03/05/2019	Common Stock	14,011	\$ 15.5	D	Â
Stock Option (Right to Buy)	Â (9)	03/11/2020	Common Stock	15,538	\$ 31.61	D	Â
Restricted Stock Units (10)	Â (11)	Â (11)	Common Stock	2,926	\$ 0 (12)	D	Â
Restricted Stock Units (10)	Â (13)	Â (13)	Common Stock	5,549	\$ 0 (12)	D	Â
Restricted Stock Units (10)	Â (14)	Â (14)	Common Stock	10,000	\$ 0 (12)	D	Â
Restricted Stock Units (10)	Â (15)	Â (15)	Common Stock	4,103	\$ 0 (12)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Briddon Robert C/O AVON PRODUCTS, INC. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	Â	Â	Â Senior Vice President	Â

Signatures

Karen R. Leu,
Attorney-in-Fact

03/04/2011

**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 3/14/03.
- (2) This option vested in three equal annual installments beginning on 3/13/04.
- (3) This option vested in three equal annual installments beginning on 3/11/05.
- (4) This option vested in three equal annual installments beginning on 3/10/06.
- (5) This option vested in three equal annual installments beginning on 3/31/07.
- (6) This option vests in three equal annual installments beginning on 3/7/08.
- (7) This option vests in three equal annual installments beginning on 3/5/09.
- (8) This option vests in three equal annual installments beginning on 3/5/10.
- (9) This option vests in three equal annual installments beginning on 3/11/11.
- (10) 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.
- (11) 100% of the restricted stock units vest on 3/5/11.
- (12) Units correspond 1-for-1 with common stock.
- (13) 100% of the restricted stock units vest on 3/5/12.
- (14) 100% of the restricted stock units vest on 12/15/12.
- (15) 100% of the restricted stock units vest on 3/11/13.

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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