

AVON PRODUCTS INC
 Form 3
 November 26, 2014

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 * ^ Legher David (Last) (First) (Middle) C/O AVON PRODUCTS, INC., ^ 777 THIRD AVENUE (Street) NEW YORK, ^ NY ^ 10017 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/18/2014	3. Issuer Name and Ticker or Trading Symbol AVON PRODUCTS INC [AVP]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior Vice President	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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)
Common Stock	21,054	D	^

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) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (1)	03/31/2016	Common Stock	5,997	\$ 30.97	D	Â
Stock Option (Right to Buy)	Â (2)	03/07/2017	Common Stock	3,400	\$ 36.77	D	Â
Stock Option (Right to Buy)	Â (3)	03/05/2018	Common Stock	10,406	\$ 38.8	D	Â
Stock Option (Right to Buy)	Â (4)	03/05/2019	Common Stock	24,192	\$ 15.5	D	Â
Stock Option (Right to Buy)	Â (5)	03/11/2020	Common Stock	16,672	\$ 31.61	D	Â
Restricted Stock Units (6)	Â (7)	Â (7)	Common Stock	20,000	\$ 0 (8)	D	Â
Restricted Stock Units (6)	Â (9)	Â (9)	Common Stock	17,726	\$ 0 (8)	D	Â
Restricted Stock Units (6)	Â (10)	Â (10)	Common Stock	27,130	\$ 0 (8)	D	Â
Restricted Stock Units (6)	Â (10)	Â (10)	Common Stock	67,889	\$ 0 (8)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Legher David C/O AVON PRODUCTS, INC. 777 THIRD AVENUE NEW YORK, NY 10017	Â	Â	Â Senior Vice President	Â

Signatures

Dorothy Wisniowski,
Attorney-In-Fact

11/26/2014

**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 3/31/2007.
- (2) This option vested in three equal annual installments beginning on 3/07/2008
- (3) This option vested in three equal annual installments beginning on 3/05/2009.
- (4) This option vested in three equal annual installments beginning on 3/05/2010.

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- (5) This option vested in three equal annual installments beginning on 3/11/2011.
- (6) 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.
- (7) 100% of the restricted stock units vest on 7/11/2015.
- (8) Units correspond 1-for-1 with common stock.
- (9) 100% of the restricted stock units vest on 3/15/2016.
- (10) 100% of the restricted stock units vest on 3/13/2017.

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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