

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Briddon Robert | | (Month/Day/Year) | AVON PRODUCTS INC [AVP] | |
| (Last) | (First) | (Middle) | 03/01/2011 | |
| C/O AVON PRODUCTS, INC., Â 1345 AVENUE OF THE AMERICAS | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK, Â NY Â 10105 | | <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 | | 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 |
| (City) | (State) | (Zip) | | |

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 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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