Edgar Filing: AVON PRODUCTS INC - Form 4/A

| AVON PRO Form 4/A March 12, 2 | DDUCTS INC | | | | | | | | |
|---|---|---|--|--|------------------|--|--|---|--|
| FORM | ЛЛ | | | | | | | PPROVAL | |
| - | UNITED | | CURITIES A Washington | | | COMMISSION | N OMB Number: | 3235-0287 | |
| Check the check | laer | | | | | | Expires: | January 31, | |
| if no longer subject to Section 16. Form 4 or | | | | | | Estimated burden hou | irs per | | |
| Form 5 | | rsuant to Section | n 16(a) of th | ne Securi | ties Exchar | nge Act of 1934, | response | . 0.5 | |
| obligatio may cor <i>See</i> Inst 1(b). | ons Section 17(| (a) of the Publi | | lding Cor | npany Act | of 1935 or Section | on | | |
| (Print or Type | Responses) | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> Alziari Lucien | | | 2. Issuer Name and Ticker or Trading Symbol AVON PRODUCTS INC [AVP] | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) | (First) (| | 3. Date of Earliest Transaction | | | (Check all applicable) | | | |
| | | | (Month/Day/Year) | | | Director | 109 | % Owner | |
| 1345 AVENUE OF THE AMERICAS | | | 03/07/2007 | | | _X_ Officer (give title Other (specify below) below) Senior Vice President | | | |
| | | | iled(Month/Day/Year) A | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | | |
| NEW YOR | K, NY 10105-019 | |)9/2007 | | | _X_ Form filed by Form filed by Person | One Reporting P More than One R | | |
| (City) | (State) | (Zip) | Table I - Non-J | Derivative | Securities A | cquired, Disposed | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, any (Month/Day/Ye | Code | 4. Securit onAcquired Disposed (Instr. 3, 4 | (A) or of (D) | Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | (D) Price | (Instr. 3 and 4) | | | |
| Reminder: Re | port on a separate line | e for each class of | securities bene | - | - | or indirectly. | ction of | SEC 1474 | |

Persons who respond to the collection of information contained in this form are not 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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of | 8.1 |
|-------------|-------------|---------------------|--------------------|-----------|--------------|-------------------------|------------------------|-----|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orDerivative | Expiration Date | Underlying Securities | De |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) | Sec |

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. | 8) | Acquired or Dispose (D) (Instr. 3, 4 and 5) | ed of | | | | | (|
|----------------------------------|------------------------------------|------------|------------------|---------|----|---|-------|---------------------|--------------------|-----------------|-------------------------------------|---|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units (1) | (2) | 03/07/2007 | | А | | 25,000 | | (3) | (3) | Common Stock | 25,000 | |
| Reporting Owners | | | | | | | | | | | | |

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|------------|-----------------------|-------|--|--|--|
| Topologie (not i must i must obs | Director | 10% Owner | Officer | Other | | | |
| Alziari Lucien 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105-0196 | | | Senior 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 the 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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