Edgar Filing: FOGARTY EDWARD T - Form 4

Form 4 May 05, 200 FORM Check th	A A UNITED S	STATES S		ITIES A hington,			NGE C	OMMISSION	OMB Number:	PROVAL 3235-0287 January 31,	
EXDITAS' EXDITAS'							•				
(Print or Type	Responses)										
FOGARTY EDWARD T Symbol			ymbol	suer Name and Ticker or Trading ol DN PRODUCTS INC [AVP]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	Aiddle) 3.	. Date of	Earliest Tra	ansaction			(Check	k all applicable)		
			Month/Day/Year) 05/01/2008					X_ Director10% Owner Officer (give titleOther (specify below) below)			
	(Street) 4. If Amer Filed(Mont				-	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW YOR	K 10105							Form filed by M Person			
(City)	(State)	(Zip)	Table	I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution I any (Month/Day	Date, if	3. Transactio Code (Instr. 8)	4. Securi n(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Common	05/01/2000			Code V			Price \$		D		
Stock	05/01/2008			М	8,000	А	20.65	56,907	D		
Common Stock	05/01/2008			S	8,000	D	\$ 38.96	48,907	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Numb orDerivativ Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Stock Option (Right To buy)	\$ 20.65	05/01/2008		М		8,000	05/07/1999	05/06/2008	Common Stock	8,00
Restricted Stock Units (1)	(2)	05/01/2008		А	2,595		(3)	<u>(3)</u>	Common Stock	2,59

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FOGARTY EDWARD T 1345 AVENUE OF THE AMERICAS NEW YORK 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 Products, 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.