

AVON PRODUCTS INC

Form 3

May 13, 2014

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *Salsberg Brian
(Last) (First) (Middle)2. Date of Event Requiring
Statement(Month/Day/Year)
05/06/20143. Issuer Name **and** Ticker or Trading Symbol
AVON PRODUCTS INC [AVP]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)C/O AVON PRODUCTS,
INC., 777 THIRD AVENUE

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Senior Vice President6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

NEW YORK, NY 10017

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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)

**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 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)Date Expir
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

(Instr. 5)

Restricted Stock Units <u>(1)</u>	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	38,986	\$ 0 <u>(3)</u>	D	Â
Restricted Stock Units <u>(1)</u>	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	17,057	\$ 0 <u>(3)</u>	D	Â
Restricted Stock Units <u>(1)</u>	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	23,761	\$ 0 <u>(3)</u>	D	Â
Deferred Stock Units <u>(3)</u>	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	134.074	\$ <u>(3)</u>	D	Â

Reporting Owners

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

Signatures

Cara Schembri,
Attorney-In-Fact

05/13/2014

__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) 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.
- (2) 50% of the restricted stock units vest on October 15, 2014 and 50% vest on October 15, 2015.
- (3) Units correspond 1-for-1 with common stock.
- (4) 100% of the restricted stock units vest on October 15, 2016.
- (5) 100% of the restricted stock units vest on March 13, 2017.

- (6) Under the Deferred Compensation Plan (the "Plan") a reporting person may transfer amounts out of the Avon Stock Fund into an alternative investment fund under the Plan at any time. Under the Plan, units are payable in cash following retirement, termination of the reporting person's employment with the company or, while still in service, on a date or series of dates pursuant to a lump sum or installment pay-out election.

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.