

AVON PRODUCTS INC  
Form 4  
January 04, 2017

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
Acosta Fernando

(Last) (First) (Middle)

C/O AVON PRODUCTS, INC., 601  
MIDLAND AVENUE

(Street)

RYW, NY 10580

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AVON PRODUCTS INC [AVP]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/30/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |  |
| Common Stock <sup>(1)</sup>     | 12/30/2016                           |  | A                              |   | 93,254 A \$ 0 <sup>(1)</sup>  | 263,650  | D  |
| Common Stock                    | 12/30/2016                           |  | F                              |   | 39,121 D \$ 5.05  | 224,529  | D  |
| Common Stock                    | 12/30/2016                           |  | S <sup>(2)</sup>               |   | 85,198 D \$ 5.0557  | 139,331  | D  |

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

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number.

**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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu |     |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|-----|
|  |  |                                      |  |                                |   |  | Amount or Number of Shares                                    |  |       |     |
|  |  |                                      |  |                                |   |  | Date Exercisable  | Expiration Date                            | Title |     |
|  |  |                                      |  |                                |   |  | Code  | V  | (A)   | (D) |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Acosta Fernando  
C/O AVON PRODUCTS, INC.  
601 MIDLAND AVENUE  
RYW, NY 10580

Executive Vice President

## Signatures

Ginny Edwards,  
Attorney-In-Fact

01/04/2017

*\*\*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).

(1) Represents 93,254 shares of common stock delivered in connection with the vesting of performance-based restricted stock units based on the achievement of certain performance targets for the 2015 performance period.

(2) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 15, 2016.

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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