JUNG ANDREA Form 4 May 05, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

Check this box if no longer subject to

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, 2005
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3235-0287

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Section 16.
Form 4 or
Form 5
obligations
may continue.

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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * JUNG ANDREA			2. Issuer Name and Ticker or Trading Symbol AVON PRODUCTS INC [AVP]	5. Relationship of Reporting Person(s) to Issuer		
(Last) ((First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	X Director 10% Owner		
AVON PRODUCTS, INC., 1345 AVENUE OF THE AMERICAS			05/03/2010	_X_ Officer (give title Other (specify below) Chairman and CEO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NEW YORK, N	Y 10105-0	196	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities oner Dispose (Instr. 3, 4	d of (L))	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/03/2010		M <u>(1)</u>	243,013	A	\$ 20.91	508,242	D	
Common Stock	05/03/2010		S(1)	243,013	D	\$ 32.01 (2)	265,229	D	
Common Stock							6,019.08	I	By 401(k) Plan
Common Stock							136,057	I	By grantor trust (3)

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

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SEC 1474 (9-02)

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 conDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 20.91	05/03/2010		M(1)		243,013	<u>(4)</u>	01/31/2011	Common Stock	243,013

Reporting Owners

NEW YORK, NY 10105-0196

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
JUNG ANDREA							
AVON PRODUCTS, INC. 1345 AVENUE OF THE AMERICAS	X		Chairman and CEO				

Signatures

By Kim K.W. Rucker, Attorney-In-Fact 05/05/2010

**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).
- The exercise of the stock options and the sale of the shares of common stock covered by this Form 4 were effected pursuant to a trading (1) plan in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, that was adopted by the reporting person on August 21, 2009.
 - The price reported represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$31.63 -
- (2) \$32.51. Upon the request of the staff of the Securities and Exchange Commission, Avon Products, Inc., or a security holder of Avon Products, Inc., full information will be provided regarding the number of shares sold at each separate price.
- (3) Includes 100,000 shares held by the Andrea Jung 2009 GRAT dated May 18, 2009 and 36,057 held by the Andrea Jung 2008 GRAT dated May 30, 2008. The reporting person is the grantor and trustee of these trusts.

Reporting Owners 2

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(4) This option vested in three equal annual installments beginning on 2/1/2002.

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.