

JUNG ANDREA
Form 4
November 04, 2009

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
JUNG ANDREA

(Last) (First) (Middle)

AVON PRODUCTS, INC., 1345
AVENUE OF THE AMERICAS

(Street)

NEW YORK, NY 10105-0196

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

AVON PRODUCTS INC [AVP]

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

11/02/2009

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)

Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/02/2009		M ⁽¹⁾	243,013	A \$ 20.91	470,252	D
Common Stock	11/02/2009		S ⁽¹⁾	243,013	D \$ 32.12 ⁽²⁾	227,239	D
Common Stock						5,948.41	I By 401(k) Plan
Common Stock						136,057	I By grantor trust ⁽³⁾

Edgar Filing: JUNG ANDREA - Form 4

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

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.

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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 20.91	11/02/2009		M ⁽¹⁾		243,013		⁽⁴⁾	01/31/2011	Common Stock	243,013

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JUNG ANDREA AVON PRODUCTS, INC. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105-0196	X		Chairman and CEO	

Signatures

By Kim K.W. Rucker,
Attorney-In-Fact

11/04/2009

____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) 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 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.

(2) The price reported represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$31.81 - \$32.53. 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.

Edgar Filing: JUNG ANDREA - Form 4

(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.