

Loughran Robert
Form 3
May 14, 2012

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

OMB APPROVAL

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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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Loughran Robert		(Month/Day/Year)	AVON PRODUCTS INC [AVP]	
(Last)	(First)	(Middle)	05/03/2012	
C/O AVON PRODUCTS, INC., Â 1345 AVENUE OF THE AMERICAS			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, Â NY Â 10105		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP & Corporate Controller		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. 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)
Common Stock	3,481.08	D	Â
Common Stock	2,238.65	I	By 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (1)	09/01/2014	Common Stock	3,486	\$ 44.5	D	Â
Stock Option (Right to Buy)	Â (2)	03/10/2015	Common Stock	5,221	\$ 41.95	D	Â
Stock Option (Right to Buy)	Â (3)	01/25/2016	Common Stock	264	\$ 28.85	D	Â
Stock Option (Right to Buy)	Â (4)	03/31/2016	Common Stock	4,267	\$ 30.97	D	Â
Stock Option (Right to Buy)	Â (5)	03/05/2018	Common Stock	4,222	\$ 38.8	D	Â
Stock Option (Right to Buy)	Â (6)	03/05/2019	Common Stock	3,556	\$ 15.5	D	Â
Stock Option (Right to Buy)	Â (7)	03/11/2020	Common Stock	8,372	\$ 31.61	D	Â
Restricted Stock Units (8)	Â (9)	Â (9)	Common Stock	2,211	\$ 0 (10)	D	Â
Restricted Stock Units (8)	Â (11)	Â (11)	Common Stock	2,662	\$ 0 (10)	D	Â
Restricted Stock Units (8)	Â (12)	Â (12)	Common Stock	4,253	\$ 0 (10)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Loughran Robert C/O AVON PRODUCTS, INC. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	Â	Â	Â VP & Corporate Controller	Â

Signatures

Karen R. Leu,
Attorney-in-Fact

05/14/2012

**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).

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- (1) This option vested in three equal annual installments beginning on 9/1/2005.
- (2) This option vested in three equal annual installments beginning on 3/10/06.
- (3) This option vested in three equal annual installments beginning on 1/25/07.
- (4) This option vested in three equal annual installments beginning on 3/31/07.
- (5) This option vested in three equal annual installments beginning on 3/5/09.
- (6) This option vested in three equal annual installments beginning on 3/5/10.
- (7) This option vests in three equal annual installments beginning on 3/11/11.
- (8) 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.
- (9) 100% of the restricted stock units vest on 3/11/2013.
- (10) Units correspond 1-for-1 with common stock.
- (11) 100% of the restricted stock units vest on 3/3/2014.
- (12) 100% of the restricted stock units vest on 3/8/2015

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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