## Edgar Filing: KROPF SUSAN J - Form 4

KROPF SUSAN J Form 4 February 01, 2006					
FORM 4 UNITED STATE		OMB APPROVAL			
UNITED STATE	S SECURITIES AND EXCHANGE ( Washington, D.C. 20549	Number: 3235-0287			
Section 16. Form 4 or	OF CHANGES IN BENEFICIAL OW SECURITIES	Estimated average burden hours per response 0.5			
may continue Section 17(a) of the	Section 16(a) of the Securities Exchange Public Utility Holding Company Act of ) of the Investment Company Act of 19	f 1935 or Section			
(Print or Type Responses)					
1. Name and Address of Reporting Person <u>*</u> KROPF SUSAN J	2. Issuer Name <b>and</b> 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)			
1345 AVENUE OF THE AMERICAS	(Month/Day/Year) 01/30/2006	Director 10% Owner X Officer (give title Other (specify below) below) President & COO			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW YORK, NY 10105		Form filed by More than One Reporting Person			
(City) (State) (Zip)	Table L. Non-Derivative Securities Ac	juired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Dec Execution any		5. Amount of6.7. Nature ofSecuritiesOwnershipIndirectBeneficiallyForm: DirectBeneficial			
(Month/	/Day/Year) (Instr. 8) (A) or Code V Amount (D) Price	Owned(D) orOwnershipFollowingIndirect (I)(Instr. 4)Reported(Instr. 4)Transaction(s)(Instr. 3 and 4)(Instr. 4)(Instr. 4)			
Common 01/30/2006 Stock	F <u>(1)</u> 58,667 D \$28.47	132,673 <u>(2)</u> D			

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address						
	Director	10% Owner	Officer	Other		
KROPF SUSAN J 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105			President & COO			
Signatures						
By Gilbert L. Klemann, II, Attorney-In-Fact		02/01/2006				
**Signature of Reporting Person		Date				
Explanation of Responses:						

## 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) Payment of tax liability by withholding securities incident to the vesting of restricted stock issued in accordance with Rule 16b-3.
- (2) Ms. Kropf also indirectly beneficially owns approximately 6,834 shares of Commn Stock in the Avon Personal Savings Account Plan (401(k) plan) as of January 30, 2006.

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.