GITTIS HOWARD Form 4

March 22, 2006

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

(Print or Type Responses)

1. Name and Address of Reporting Person * **GITTIS HOWARD**

(First) (Middle) (Last)

(State)

03/20/2006

35 EAST 62ND STREET

(Street)

NEW YORK, NY 10021

(City)

Class A

Stock

Common

2. Issuer Name and Ticker or Trading

Symbol

REVLON INC /DE/ [REV]

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

03/20/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X_ Director 10% Owner Other (specify

Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities Acquired 5. Amount of

2.8

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) anv

(Month/Day/Year)

Code (D) (Instr. 8)

M

(Instr. 3, 4 and 5)

Transaction(A) or Disposed of

Securities Beneficially Owned Following Reported

(D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

(A) (D)

Amount Price

Code V

(1)

15,855

165,855

Transaction(s) (Instr. 3 and 4)

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.

SEC 1474 (9-02)

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

Edgar Filing: GITTIS HOWARD - Form 4

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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Subscription Rights (Right to Buy) (2)	\$ 2.8	03/20/2006		M	150,000 (2)	03/20/2006	03/20/2006	Class A Common Stock	15,

Reporting Owners

Reporting Owner Name / Address	Relationships					
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
GITTIS HOWARD 35 EAST 62ND STREET NEW YORK, NY 10021	X					

Signatures

/s/ Robert K. Kretzman for Howard Gittis Pursuant to a Power of Attorney granted on February 26, 1996

03/20/2006

**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).
- These shares were directly acquired by the reporting person as a result of his exercise of subscription rights which were issued to him in (1) the issuer's rights offering in connection with the 150,000 shares of the issuer's Class A Common Stock directly held by the reporting person prior to the exercise of such subscription rights.
- These are pro rata subscription rights acquired in the issuer's rights offering which commenced on February 17, 2006 and which the reporting person exercised to acquire the securities which are reported in Column 4 of Table I. The issuer issued one transferable subscription right for each share of Class A Common Stock owned on the February 13, 2006 record date and each subscription right entitled the holder to subscribe for 0.1057 shares of Class A Common Stock at a subscription price of \$2.80 per share.

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.

Reporting Owners 2