

Wei James  
Form 3  
February 06, 2006

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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 \*

Wei James  
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
01/26/2006

3. Issuer Name and Ticker or Trading Symbol  
AVON PRODUCTS INC [AVP]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

AVON PRODUCTS,  
INC., 1345 AVENUE OF THE  
AMERICAS

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
Senior Vice President

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 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)

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

SEC 1473 (7-02)

**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 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)  
Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  
Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Edgar Filing: Wei James - Form 3

				Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy) <u>(1)</u>	09/04/2004	09/03/2013	Common Stock	11,316	\$ 33.08	D	Â
Stock Option (Right to Buy) <u>(2)</u>	03/11/2005	03/11/2014	Common Stock	16,004	\$ 36.42	D	Â
Stock Option (Right to Buy) <u>(3)</u>	03/10/2006	03/10/2015	Common Stock	23,514	\$ 41.95	D	Â
Stock Option (Right to Buy) <u>(4)</u>	11/01/2006	11/01/2015	Common Stock	4,991	\$ 27.18	D	Â
Restricted Stock Units <u>(5)</u>	03/11/2007 <u>(6)</u>	03/11/2007 <u>(6)</u>	Common Stock	4,000	\$ 0 <u>(7)</u>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wei James AVON PRODUCTS, INC. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	Â	Â	Â Senior Vice President	Â

## Signatures

By Gilbert L. Klemann, II,  
Attorney-In-Fact

02/06/2006

\_\_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).
- (1) This option is exercisable in three equal installments beginning 09/04/2004.
- (2) This option is exercisable in three equal installments beginning 03/11/2005.
- (3) This option is exercisable in three equal installments beginning 03/10/2006.
- (4) This option is exercisable in three equal installments beginning 11/01/2006.
- (5) 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.
- (6) 100% of the restricted stock units will vest on 03/11/2007.
- (7) Units correspond 1-for-1 with common stock.

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.