

Owen John F
 Form 4
 December 01, 2010

FORM 4

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

OMB APPROVAL

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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 *
 Owen John F

(Last) (First) (Middle)

AVON PRODUCTS, INC, 1345
 AVENUE OF THE AMERICAS

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 11/29/2010

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)
 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 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	11/29/2010		M		38,710	A	\$ 15.5
Common Stock	11/29/2010		S		38,710	D	28.66
Common Stock							7,212.56
						I	By 401 (k) Plan

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

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SEC 1474 (9-02)

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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)	8. Amount or Number of Shares
Stock Option (Right To Buy)	\$ 15.5	11/29/2010		M	38,710	(2) 03/05/2019	Common Stock	38,710

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Owen John F AVON PRODUCTS, INC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105			Senior Vice President	

Signatures

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

12/01/2010

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).
- The price reported reflects the weighted average price of shares sold. Shares were sold at varying prices in the range of \$28.66 - \$28.68.
- (1) 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 at each separate price.
 - (2) This option vests in three equal annual installments beginning on 3/5/2010.

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. /TD>

Long-term assets

Property, plant and equipment, net

165,686	(5,062)	160,624
Goodwill		
45,222	45,222	
Contract acquisition costs, net		
8,329	(292)	8,037
Deferred tax assets, net		
40,920	40,920	
Other long-term assets		
29,696	(10)	29,686

Total long-term assets		
289,853	(5,364)	284,489

Total assets		
\$665,365	\$(3,856)	\$661,509

LIABILITIES AND STOCKHOLDERS EQUITY

Current liabilities

Accounts payable		
\$26,715	\$(175)	\$26,540
Accrued employee compensation and benefits		
77,047	346	77,393
Other accrued expenses		
35,392	(176)	35,216
Income tax payables		
26,823	(1,815)	25,008
Deferred tax liabilities, net		
311	311	
Liabilities associated with assets held for sale		

Other short-term liabilities		
9,154	532	9,686

Total current liabilities		
175,442	(1,288)	174,154

Long-term liabilities

Line of credit		
45,000	45,000	
Grant advances		
7,298	7,298	

Explanation of Responses:

Deferred tax liabilities

419 419

Other long-term liabilities

19,860 19,860

Total long-term liabilities

72,577 72,577

Total liabilities

248,019 (1,288) 246,731

Minority interest

5,181 5,181

Commitments and contingencies

Stockholders equity

Common stock \$.01 par value; 150,000,000 shares authorized; 70,103,437 shares outstanding as of September 28, 2007

704 704

Preferred stock \$.01 par value; 10,000,000 shares authorized; zero shares outstanding as of September 28, 2007

Additional paid-in capital

165,081 272 165,353

Accumulated other comprehensive income

26,034 26,034

Retained earnings

220,346 (2,840) 217,506

Total stockholders equity

412,165 (2,568) 409,597

Total liabilities and stockholders equity

\$665,365 \$(3,856) \$661,509

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TELETECH HOLDINGS, INC. AND SUBSIDIARIES
Pro Forma Consolidated Statement of Operations
Six Months Ended June 30, 2007
(Amounts in thousands, except per share amounts)
(Unaudited)

	Historical	Pro Forma Adjustments Disposition of Newgen	Pro Forma
Revenue	\$ 662,364	\$ (11,595)	\$ 650,769
Operating expenses			
Cost of services	476,065	(6,177)	469,888
Selling, general and administrative	101,966	(7,315)	94,651
Depreciation and amortization	26,634	(2,510)	24,124
Restructuring charges, net	262		262
Impairment losses	13,515	(13,361)	154
Total operating expenses	618,442	(29,363)	589,079
Income (loss) from operations	43,922	17,768	61,690
Other income (expense), net			
Interest income	885		885
Interest expense	(2,701)	225	(2,476)
Other, net	(1,323)	(12)	(1,335)
Total other income (expense), net	(3,139)	213	(2,926)
Income (loss) from operations before income taxes and minority interest	40,783	17,981	58,764
Provision for income taxes	(13,344)	(7,013)	(20,357)
Income (loss) from operations before minority interest	27,439	10,968	38,407
Minority interest	(942)		(942)
Net income (loss)	\$ 26,497	\$ 10,968	\$ 37,465
Weighted average shares outstanding			
Basic	70,467		70,467

Diluted	72,926	72,926
Net income (loss) per share		
Basic	\$ 0.38	\$ 0.53
Diluted	\$ 0.36	\$ 0.51

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TELETECH HOLDINGS, INC. AND SUBSIDIARIES
Pro Forma Consolidated Statement of Operations
Fiscal Year Ended December 31, 2006
(Amounts in thousands, except per share amounts)
(Unaudited)

	Historical	Pro Forma Adjustments Disposition of Newgen	Pro Forma
Revenue	\$ 1,211,297	\$ (40,228)	\$ 1,171,069
Operating expenses			
Cost of services	885,602	(19,586)	866,016
Selling, general and administrative	199,226	(20,729)	178,497
Depreciation and amortization	51,429	(7,067)	44,362
Restructuring charges, net	1,630	(107)	1,523
Impairment losses	565		565
Total operating expenses	1,138,452	(47,489)	1,090,963
Income (loss) from operations	72,845	7,261	80,106
Other income (expense), net			
Interest income	2,209		2,209
Interest expense	(5,943)		(5,943)
Other, net	(725)	14	(711)
Total other income (expense), net	(4,459)	14	(4,445)
Income (loss) from operations before income taxes and minority interest	68,386	7,275	75,661
Provision for income taxes	(14,676)	(2,837)	(17,513)
Income (loss) from operations before minority interest	53,710	4,438	58,148
Minority interest	(1,868)		(1,868)
Net income (loss)	\$ 51,842	\$ 4,438	\$ 56,280
Weighted average shares outstanding			
Basic	69,184		69,184
Diluted	70,615		70,615

Net income per share

Basic	\$	0.75	\$	0.81
Diluted	\$	0.73	\$	0.80

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NOTE 1: PRO FORMA ADJUSTMENTS

Pro forma adjustments are necessary to reflect the condensed consolidated statement of operations as if the disposition was consummated on January 1, 2006 and are as follows:

- a. The Statement of Operations has been adjusted for the revenues and expenses of Newgen that were eliminated from the consolidated result of TeleTech as a result of the transaction which management believes are directly attributable to the transaction and will not continue after the transaction. The estimated loss on the sale of substantially all the assets of Newgen (hereafter "sale of Newgen") has not been included in the pro forma Statement of Operations but will be reflected in the historical statement of operations when the transaction is consummated.
- b. Pro Forma tax adjustments have been made at an effective tax rate of 39%.

Pro forma adjustments are necessary to reflect the consolidated balance sheet as if the disposition was consummated on June 30, 2007 and are as follows:

- a. To record the consideration received for the sale of Newgen and the software license, net of cash sold as a part of the transaction.
- b. To eliminate the assets and liabilities sold as a part of the Newgen transaction.
- c. To record \$2 million receivable on the software license, net of prepaid assets sold as a part of the transaction.
- d. To eliminate accrued employee liabilities sold as a part of the transaction net of costs accrued related to the transaction including severance costs, costs associated with accelerated vesting of certain employee stock option grants, legal and other professional fees. In addition, the Company has accrued a liability to appropriately account for the fair value of certain transition services provided by Newgen and TeleTech to Aspen.
- e. To record preliminary loss on the disposal of the transaction, net of the software license with the tax impact recorded at an effective tax rate of 39%.

The Pro Forma Consolidated Statement of Operations for the year ended December 31, 2006 and the six months ended June 30, 2007 do not include any adjustments related to the Master Services Agreement and accompanying Statement of Work between TeleTech Services and Aspen whereby TeleTech Services will provide customer care management services on behalf of Aspen's customers. As disclosed in Item 2.01 above, based on the current headcount this would have been expected to generate approximately \$6.3 million and \$3.2 million in revenue for the year ended December 31, 2006 and the six months ended June 30, 2007, respectively.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TeleTech Holdings, Inc.

By: /s/ Kenneth D. Tuchman
KENNETH D. TUCHMAN
Chief Executive Officer

Dated: October 4, 2007