Elshaw Chris Form 4 January 12, 2011

### 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 \* Elshaw Chris

(First) (Middle) (Last)

C/O REVLON, INC., 237 PARK **AVENUE** 

(Street)

(State)

(Zip)

4. If Amendment, Date Original

2. Issuer Name and Ticker or Trading Symbol

REVLON INC /DE/ [REV]

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

01/10/2011

Filed(Month/Day/Year)

Form filed by More than One Reporting Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Securities

Owned Following

Beneficially

Issuer

below)

Director

Applicable Line)

X\_ Officer (give title

NEW YORK, NY 10017

(City)

Class A

per share

1.Title of Security	2. Transaction Date (Month/Day/Year)	
(Instr. 3)	(iviolida/Buy, 1 cur)	any (Month/Day/Year)

Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

Reported (A) Transaction(s) or (Instr. 3 and 4)

4. Securities Acquired 5. Amount of

Code V Amount (D) Price

Common Stock, par 01/10/2011 value \$0.01

6,557 F

D 51,179 (2)

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)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

EVP, Chief Operating Officer

6. Individual or Joint/Group Filing(Check

(D) or

Indirect (I)

(Instr. 4)

\_X\_ Form filed by One Reporting Person

below)

10% Owner

6. Ownership 7. Nature of

Beneficial

Ownership

(Instr. 4)

Form: Direct Indirect

Other (specify

Estimated average

burden hours per

1

### Edgar Filing: Elshaw Chris - Form 4

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable Dat	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address Officer Other Director 10% Owner

Elshaw Chris C/O REVLON, INC., 237 PARK AVENUE NEW YORK, NY 10017

EVP, Chief Operating Officer

### **Signatures**

/s/ Robert K. Kretzman for Chris Elshaw pursuant to a Power of Attorney granted on 5/1/09

01/12/2011

\*\*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).
- Mr. Elshaw did not sell any of the reported 6,557 shares. Rather, this amount represents shares withheld pursuant to the terms of a shareholder-approved stock plan for the payment of withholding taxes due upon the 1/10/11 vesting of 16,200 of the 48,600 shares of restricted stock Mr. Elshaw was granted on 12/8/08. These withheld shares are not sold on the open market and become Revlon, Inc. treasury shares.
- Of the 51,179 shares beneficially owned, 16,201 shares are unvested restricted shares that the reporting person was granted on 12/8/08 which vest on 1/10/12.

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.

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