

Elshaw Chris
 Form 3
 May 04, 2009

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

OMB APPROVAL

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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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Elshaw Chris | | (Month/Day/Year) | REVLON INC /DE/ [REV] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 05/01/2009 | | |
| C/O REVLON, INC.,Â 237 | | | (Check all applicable) | |
| PARK AVENUE | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (Street) | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | EVP, Chief Operating Officer | |
| NEW YORK,Â NYÂ 10017 | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> 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) |
|---------------------------------|---|--|---|
| Class A Common Stock | 96,200 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---------------------------------------|------------------|-----------------|----------------------|----------------------------|---------|----------------------------|---|
| Employee Stock Options (Right to Buy) | Â (2) | 09/04/2012 | Class A Common Stock | 300 | \$ 39.8 | D | Â |
| Employee Stock Options (Right to Buy) | Â (3) | 09/17/2012 | Class A Common Stock | 300 | \$ 37.8 | D | Â |
| Employee Stock Options (Right to Buy) | Â (4) | 04/14/2011 | Class A Common Stock | 16,600 | \$ 30.3 | D | Â |
| Employee Stock Options (Right to Buy) | Â (5) | 03/07/2012 | Class A Common Stock | 7,000 | \$ 25.5 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Elshaw Chris C/O REVLON, INC. 237 PARK AVENUE NEW YORK, NY 10017 | Â | Â | Â EVP, Chief Operating Officer | Â |

Signatures

/s/ Robert K. Kretzman for Chris Elshaw pursuant to a Power of Attorney granted on 5/1/09 05/01/2009

__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) Of the reporting person's 96,200 shares reported as beneficially owned, (i) 3,999 are restricted shares of Revlon, Inc. Class A Common Stock granted on 11/16/06 which vest on 11/16/09; (ii) 23,734 are restricted shares of Revlon, Inc. Class A Common Stock granted on 12/10/07, 11,867 of which vest on each of 1/2/10 and 1/2/11; and (iii) 48,600 are restricted shares of Revlon, Inc. Class A Common Stock granted on 12/8/08, 16,199 of which vest on 1/10/10, 16,200 of which vest on 1/10/11 and 16,201 of which vest on 1/10/12.
- (2) Represents options to purchase Revlon, Inc. Class A Common Stock granted to the reporting person on 9/4/02, 100% of which were vested as of 9/4/06.
- (3) Represents options to purchase Revlon, Inc. Class A Common Stock granted to the reporting person on 9/17/02, 100% of which were vested as of 9/17/05.
- (4) Represents options to purchase Revlon, Inc. Class A Common Stock granted to the reporting person on 4/14/04, 100% of which were vested as of 12/31/07.
- (5) Represents options to purchase Revlon, Inc. Class A Common Stock granted to the reporting person on 3/7/05, 100% of which were vested as of 3/7/09.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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