

PERELMAN RONALD O
Form 4
October 13, 2009

FORM 4

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

OMB APPROVAL

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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 *
PERELMAN RONALD O

2. Issuer Name and Ticker or Trading Symbol
REVLON INC /DE/ [REV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
35 EAST 62ND STREET,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/08/2009

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

NEW YORK, NY 10065

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) | | | |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock ⁽¹⁾ | 10/08/2009 | | J ⁽¹⁾ | | 9,332,393 | A | ⁽²⁾ | 29,498,536 | I | Owned through wholly owned corporations |
| Class A Common Stock ⁽¹⁾ | 10/12/2009 | | J ⁽¹⁾ | | 4,512 | A | ⁽²⁾ | 29,503,048 | I | Owned through wholly owned corporations |
| Class A Common | | | | | | | | 7,718,092 | I | Owned through |

| | | | | | | | | |
|----------------------|--|--|--|--|---------|---|--|--------------------------------------|
| Stock | | | | | | | | RCH Holdings One Inc. ⁽³⁾ |
| Class A Common Stock | | | | | 323,500 | D | | |

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

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PERELMAN RONALD O 35 EAST 62ND STREET NEW YORK, NY 10065 | X | X | | |
| RCH Holdings One Inc C/O MACANDREWS & FORBES HOLDINGS INC. 35 EAST 62ND STREET NEW YORK, NY 10065 | | | X | |

Signatures

/s/ Barry F. Schwartz for Ronald O. Perelman pursuant to a Power of Attorney

10/13/2009

**Signature of Reporting Person

Date

/s/ Barry F. Schwartz, its Executive Vice Chairman

10/13/2009

__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).

Includes 4,561,610 shares of Class A Common Stock of Revlon, Inc. ("Revlon") beneficially owned by a family member with respect to (1) which shares MacAndrews & Forbes Holdings Inc., a corporation wholly owned by Ronald O. Perelman, holds a voting proxy. Does not include 3,125,000 shares of Revlon Class B Common Stock also beneficially owned by Mr. Perelman.

Pursuant to the Contribution and Stockholder Agreement, dated as of August 9, 2009, as amended, by and between Revlon and MacAndrews & Forbes Holdings Inc., in connection with the closing of an exchange offer by Revlon (the "Exchange Offer"), Revlon issued to a subsidiary of MacAndrews & Forbes Holdings Inc. 9,336,905 shares of Class A Common Stock in the aggregate, in (2) connection with the transactions forming part of the Exchange Offer (9,332,393 of the shares of Class A Common Stock were issued on October 8, 2009 upon the consummation of the Exchange Offer and 4,512 of the shares of Class A Common Stock were issued on October 12, 2009 after Revlon received 4,512 shares tendered in the Exchange Offer pursuant to guaranteed delivery procedures). The transactions reported on this Form 4 will be reported on a Schedule 13D filed no later than October 19, 2009.

(3) A holding company in which each of Mr. Perelman and the Ronald O. Perelman 2008 Trust own 50% of the shares.

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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