

PERELMAN RONALD O
Form 4
February 21, 2006

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 *
PERELMAN RONALD O

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

NEW YORK, NY 10021

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2006

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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)

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
| | | | | | | | |

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| Derivative Security | Code | V | (D) (Instr. 3, 4, and 5) | | | Date Exercisable | Expiration Date | Title |
|--------------------------------------|------|---|-----------------------------|-----|--|------------------|-----------------|--|
| | | | (A) | (D) | | | | |
| Commitment to purchase <u>(1)</u> | | | | | | | | Class A Common Stock, par value \$0.01 per share |
| \$ 2.8 | | | | | | | | |
| | | | | | | | | |
| | P | | 23,400,052 <u>(1)</u> | | | 02/17/2006 | 03/20/2006 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PERELMAN RONALD O 35 EAST 62ND STREET NEW YORK, NY 10021 | X | X | | |

Signatures

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

02/21/2006

__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).

(1) MacAndrews & Forbes Holdings Inc. ("Holdings") committed to purchase from Revlon, Inc. (the "Company") in a private placement, pursuant to a Stock Purchase Agreement by and among Holdings and the Company, dated February 17, 2006, the full number of shares of the Company's Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock"), that it would otherwise have been entitled to subscribe for in the Company's rights offering (the "Rights Offering"), at a price of \$2.80 per share, in accordance with Holdings' basic subscription privilege. Holdings is wholly owned by the reporting person. On February 13, 2006, the record date for the Rights Offering, the Company determined that Holdings would otherwise have been entitled to purchase 23,400,052 shares of Class A Common Stock in accordance with Holdings' basic subscription privilege. The Company commenced the Rights Offering on February 17, 2006 and may cancel it any time prior to its consummation.

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.