

Elshaw Chris
Form 4
November 18, 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 *
Elshaw Chris

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

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief Operating Officer

(Street)
NEW YORK, NY 10017

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, par value \$0.01 per share | 11/16/2009 | | F | | 1,659 (1) | \$ 16.9 | 74,674 (2) D |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 | | | EVP, Chief Operating Officer | |

Signatures

/s/ Robert K. Kretzman for Chris Elshaw pursuant to a Power of Attorney granted on 5/1/09 11/18/2009

__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).
- (1) Mr. Elshaw did not sell any of the reported 1,659 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 11/16/09 vesting of 3,999 of the 12,000 shares of restricted stock Mr. Elshaw was granted on 11/16/06 (as adjusted for Revlon, Inc.'s September 2008 1-for-10 reverse stock split). These withheld shares are not sold on the open market and become Revlon, Inc. treasury shares.
- (2) Of the 74,674 shares beneficially owned, (a) 23,734 shares are unvested restricted shares that the reporting person was granted on 12/10/07, of which 11,867 vest on each of 1/2/10; and 1/2/11 and (b) 48,600 shares are unvested restricted shares that the reporting person was granted on 12/8/08 which vest in substantially equal installments on 1/10/10, 1/10/11 and 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.