## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

washington,	D.C.	20543

OMB APPROVAL			
OMB Ni week and	2225 02		

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

#### Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

# Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person REVLON INC /DE/ [ REV ] Mellon Tamara Director 10% Owner Officer (give title Other (specify 3. Date of Earliest Transaction (Month/Day/Year) below) below) (Last) (First) (Middle) 12/09/2008 C/O REVLON, INC. 237 PARK AVENUE 6. Individual or Joint/Group Filing (Check Applicable Line) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Street) X Form filed by One Reporting Person 10017 **NEW YORK** NY Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership 7. Nature Date Execution Date Transaction Securities Form: Direct of Indirect if any (Month/Day/Year) (Month/Day/Year) Code (Instr. 5) Beneficially (D) or Indirect Beneficial 8) Owned Following (I) (Instr. 4) Ownership Reported (Instr. 4) (A) or (D) Transaction(s) Code ٧ Amount Price (Instr. 3 and 4) Class A Common Stock(1) 12/09/2008 10,750(2) 10,750 D A \$0.00 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3A. Deemed 3. Transaction 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 10. 11. Nature Derivative Conversion Transaction Expiration Date (Month/Day/Year) Ownership of Indirect **Execution Date** (Month/Day/Year) Derivative Securities Securities Security or Exercise if anv Code (Instr. Security Form: Beneficial (Instr. 3) Price of Derivative (Month/Day/Year) 8) Securities Underlying Derivative (Instr. 5) Beneficially Direct (D) Ownership Acquired Owned or Indirect (I) (Instr. 4) (Instr. 4) Security (A) or Security (Instr. 3 Following Disposed and 4) Reported of (D) Transaction(s) (Instr. 3, 4 (Instr. 4) and 5)

## **Explanation of Responses:**

1. Revlon, Inc., the issuer, completed a 1-for-10 reverse stock split on 9/15/08 in which each 10 shares of the issuer's common stock were combined and reduced to 1 share. Accordingly, the shares reported in this Form 4 are adjusted for the 1-for-10 reverse stock split.

Exercisable

Expiration

Title

Date

2. On 12/9/08, the reporting person was granted restricted stock covering 10,750 shares of Revlon, Inc. Class A Common Stock under the Third Amended and Restated Revlon, Inc. Stock Plan. The restricted stock was not vested on the date of grant. One-third of the shares vest on each of 1/10/10, 1/10/11 and 1/10/12.

/s/ Robert K. Kretzman for Tamara Mellon pursuant to a

Amount or Number

Shares

12/10/2008

Date

Power of Attorney

\*\* Signature of Reporting Person

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

- \* 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).

Code

(A) (D)

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

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 Number.