

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Kennedy David L</u>  (Last) (First) (Middle) <u>C/O REVLON, INC.</u> <u>237 PARK AVENUE</u>  (Street) <u>NEW YORK NY 10017</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>REVLON INC /DE/ [ REV ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2009</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<u>Class A Common Stock</u>	<u>01/02/2009</u>		<u>F</u>		<u>11,449<sup>(1)</sup></u>	<u>D</u>	<u>\$7.14</u>	<u>278,584<sup>(2)</sup></u>	<u>D</u>	

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

**Explanation of Responses:**

1. Mr. Kennedy did not sell any of the 11,449 reported shares. Rather, this amount represents shares withheld pursuant to the terms of a shareholder-approved stock plan for the payment of federal and state withholding taxes due upon the 1/2/09 vesting of 27,833 of the 83,500 shares of restricted stock Mr. Kennedy was granted on 12/10/07 (as adjusted for Revlon, Inc.'s September 2008 1-for-10 reverse stock split). These 11,449 withheld shares are not sold on the open market and become Revlon, Inc. treasury shares.

2. Of these 278,584 shares reflected as beneficially owned, (a) 11,666 are unvested restricted shares that the reporting person was granted on 11/16/06, which vest on 11/16/09, (b) 55,667 shares are unvested restricted shares that the reporting person was granted on 12/10/07, 27,833 of which vest on 1/2/10 and 27,834 of which vest on 1/2/11, and (c) 84,250 shares are unvested restricted shares that the reporting person was granted on 12/8/08, 28,083 shares of which vest on 1/10/10, 28,083 shares of which vest on 1/10/11 and 28,084 shares of which vest on 1/10/12 (in each case as adjusted for Revlon, Inc.'s September 2008 1-for-10 reverse stock split).

/s/ Robert K. Kretzman for  
David L. Kennedy pursuant to 01/05/2009  
a Power of Attorney.

\*\* Signature of Reporting Person Date

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).

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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