

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>GARCIA FABIAN T</u>  (Last) (First) (Middle) <u>C/O REVLON, INC.,</u> <u>ONE NEW YORK PLAZA</u>  (Street) <u>NEW YORK NY 10004</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) <b>President &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/15/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock, par value \$0.01 per share	04/15/2017		A		270,489 <sup>(1)</sup>	A	\$0	270,489	D	
Class A Common Stock, par value \$0.01 per share	04/15/2017		F		30,197 <sup>(2)</sup>	D	\$25.95	240,292	D	

**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. Pursuant to Mr. Garcia's 3/27/16 employment agreement, on 4/15/17 he was granted 270,489 restricted shares of Revlon, Inc. Class A Common Stock, par value \$0.01 per share, under the Fourth Amended and Restated Revlon, Inc. Stock Plan (the "Stock Plan"). Pursuant to his employment agreement, one-fifth of the restricted shares vested on the 4/15/17 grant date and the remaining restricted shares are scheduled to vest in equal amounts on each of 4/15/18, 4/15/19, 4/15/20 and 4/15/21, so long as Mr. Garcia remains employed with the Company on each applicable vesting date, subject to certain earlier vesting provisions.

2. Mr. Garcia did not sell any of the 30,197 shares reported as disposed. Rather, this amount represents shares withheld by the Issuer for the payment of withholding taxes due upon the 4/15/17 vesting of 54,097 shares of the restricted stock that Mr. Garcia was granted on 4/15/17, pursuant to the terms of the Stock Plan. These withheld shares are not sold on the open market and become Revlon, Inc. treasury shares.

/s/ Michael T. Sheehan for  
Fabian T. Garcia pursuant to a  
power of attorney dated 04/17/2017  
4/18/16

\*\* 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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