SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
STAHL JACK L	REVLON INC /DE/ [REV]	

1. Name and Address of Reporting Person[*]

STAHL JACK L

(Last)	(First)	(Middle)

237 PARK AVENUE

(Street)

NEW YORK	NY	10017

(City)   (State)   (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

REVLON INC /DE/ [REV]

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

06/04/2004

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X   Director   10% Owner

X   Officer (give title below)   Other (specify below)

President and CEO

6. Individual or Joint/Group Filing (Check Applicable Line)

X   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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	06/04/2004[(1)]		A		2,700,000	A	$0	3,901,015	D	
Class A Common Stock								13,401	I	By wife

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 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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Options (Right to Buy)	$3.03	06/04/2004		A		5,520,000		[(2)]	04/14/2011	Class A Common	5,520,000	$3.03	5,520,000	D	

Explanation of Responses:

1. On April 14, 2004 the reporting person was granted restricted stock covering 2,700,000 shares of Revlon, Inc. Class A Common Stock under the Revlon, Inc. Stock Plan, subject to approval of such plan by Revlon, Inc. stockholders at the annual meeting of stockholders on June 4, 2004, which approval was granted.

2. On April 14, 2004, the reporting person was granted an option to purchase 5,520,000 shares of Revlon, Inc. Class A Common Stock under the Revlon, Inc. Stock Plan, subject to approval of such plan by Revlon, Inc.'s stockholders at the annual meeting of stockholders on June 4, 2004, which approval was granted. The option vests 25% on each of December 31, 2004, 2005, 2006 and 2007.

/s/ Robert K. Kretzman for Jack L. Stahl pursuant to a Power of Attorney granted on February 26, 2002

06/08/2004

** 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.

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.