

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <b>PERELMAN RONALD O</b>			2. Issuer Name and Ticker or Trading Symbol <b>REVLON INC /DE/ [ REV ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/19/2004</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<b>35 EAST 62ND STREET</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>NEW YORK NY 10021</b>								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock (a)	03/19/2004		J <sup>(1)</sup>	V	55,314,799	A	(1)	81,555,146	I	Owned through a wholly owned corporation
Class A Common Stock	03/19/2004		J <sup>(2)</sup>	V	59,440,612	A	(2)	140,995,758	I	Owned through a wholly owned corporation
Class A Common Stock	03/19/2004		J <sup>(3)</sup>	V	7,226,176	A	(3)	148,221,934	I	Owned through a wholly owned corporation
Series A Preferred Stock (b)	03/19/2004		J <sup>(4)</sup>		546	D	(4)	0	I	Owned through a wholly owned corporation
Class A Common Stock	03/19/2004		J <sup>(4)</sup>		8,736,000	A	(4)	156,957,934	I	Owned through a wholly owned corporation
Class A Common Stock	03/19/2004		C <sup>(5)</sup>		433,333	A	(5)	157,391,267	I	Owned through a wholly owned corporation
Class A Common Stock								170,000	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)		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)					

**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				
Series B Convertible Preferred Stock (c)	(5)	03/19/2004		C <sup>(5)</sup>			4,333	(5)	(5)	Class A Common Stock	433,333	\$720.0554	0	I	Owned through a wholly owned corporation
Commitment to purchase <sup>(6)</sup>	(6)	03/19/2004		J <sup>(6)</sup>			1 <sup>(6)</sup>	02/11/2004	06/30/2004	See Footnote <sup>(6)</sup>	(6)	(6)	\$0	I	Owned through a wholly owned corporation

**Explanation of Responses:**

- Mafco Holdings Inc. ("Mafco") committed, in an exchange support agreement between Mafco and Revlon, Inc. ("Revlon"), dated February 11, 2004, as amended (the "Support Agreement"), to tender in Revlon's exchange offer (the "Exchange Offer") the aggregate principal amount of all 8 5/8% Subordinated Notes due 2008 of Revlon Consumer Products Corporation ("RCPC"), guaranteed in full by Revlon, including accrued and unpaid interest thereon at the applicable rate, held by Mafco or its affiliates, except Revlon and its subsidiaries (the "Affiliates"), for shares of Class A Common Stock at an exchange ratio of 300 shares of Class A Common Stock for each \$1,000 principal amount of 8 5/8% Subordinated Notes tendered plus interest. Mafco has tendered \$181,256,000 principal and \$2,344,999.50 interest (accrued through March 25, 2004, the expected closing date) of 8 5/8% Subordinated Notes. The Exchange Offer expired on March 19, 2004. Mafco is indirectly owned by the reporting person.
- Mafco committed in the Support Agreement to exchange, simultaneously with the closing of the Exchange Offer, all amounts outstanding, including accrued and unpaid interest at the applicable rate, as of the closing date of the Exchange Offer, under a \$100 million senior unsecured multiple-draw term loan agreement (the "\$100 million term loan"), a \$65 million senior unsecured supplemental line of credit agreement (the "\$65 million line of credit") and a \$125 million senior unsecured multiple-draw term loan agreement (the "\$125 million term loan") for shares of Class A Common Stock at an exchange ratio of 400 shares of Class A Common Stock for each \$1,000 of such indebtedness exchanged. Mafco will exchange, on March 25, 2004 (the expected closing date), \$106,677,867.26 principal and \$2,973,958.73 interest under the \$100 million term loan, \$0 principal and interest under the \$65 million line of credit and \$38,727,982.30 principal and \$221,723.27 interest under the \$125 million term loan.
- Mafco committed in the Support Agreement to exchange, simultaneously with the closing of the Exchange Offer, all amounts outstanding under certain non-interest bearing subordinated promissory notes payable by RCPC (the "\$24.1 million promissory notes" and, together with the \$100 million term loan, the \$65 million line of credit and the \$125 million term loan, the "Other Indebtedness") for shares of Class A Common Stock at an exchange ratio of 300 shares of Class A Common Stock for each \$1,000 of \$24.1 million promissory notes exchanged. Mafco will exchange, on March 25, 2004 (the expected closing date), \$24,087,254.35 of \$24.1 million promissory notes.
- Mafco committed in the Support Agreement to exchange, immediately subsequent to the consummation of the Exchange Offer and the exchange of the Other Indebtedness, 546 shares of Series A Preferred Stock having an aggregate liquidation preference of \$54.6 million, for shares of Class A Common Stock at an exchange ratio of 160 shares of Class A Common Stock for each \$1,000 of liquidation preference outstanding. This exchange will occur on March 25, 2004 (the expected closing date) in accordance with the terms of the Support Agreement.
- Mafco committed in the Support Agreement to convert, immediately subsequent to the consummation of the Exchange Offer and the exchange of the Other Indebtedness, 4,333 shares of Series B Convertible Preferred Stock into 433,333 shares of Class A Common Stock in accordance with the terms of the certificate of designations, powers, preferences and rights for the Series B Convertible Preferred Stock. The shares of Series B Convertible Preferred Stock were acquired on September 7, 2001. This conversion will occur on March 25, 2004 (the expected closing date) in accordance with the terms of the Support Agreement.
- As described above, on March 25, 2004 (the expected closing date), Mafco will satisfy the commitment to purchase reported on Form 4 filed on February 13, 2004.

**Remarks:**

(a) par value \$0.01 per share ("Class A Common Stock") (b) par value \$0.01 per share ("Series A Preferred Stock") (c) par value \$0.01 per share ("Series B Convertible Preferred Stock")

/s/ [Barry F. Schwartz - Barry F. Schwartz for Ronald O. Perelman pursuant to a Power of Attorney filed with the SEC](#) [03/23/2004](#)

\*\* 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.

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