SEC Form 4

FORM 4

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

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)
Kretzman Robert K.	REVLON INC /DE/ [REV]	Director ... 10% Owner
(Last)　　(First)　　(Middle)		X ... Officer (give title below) ... Other (specify below)
C/O REVLON, INC., 237 PARK AVENUE	3. Date of Earliest Transaction (Month/Day/Year) 10/08/2009	EVP, HR, CLO & General Counsel
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
NEW YORK　　NY　　10017		X ... Form filed by One Reporting Person
(City)　　(State)　　(Zip)		... 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	10/08/2009		D		49,209	D	(1)	74,849[(2)]	D	
Series A Preferred Stock, par value $0.01 per share	10/08/2009		A		49,209	A	(1)	49,209	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				

Explanation of Responses:

1. The reporting person exchanged 49,209 shares of Class A Common Stock, par value $0.01 per share, for 49,209 shares of Series A Preferred Stock, par value $0.01 per share, in an issuer exchange offer.

2. Of the 74,849 shares beneficially owned, (a) 6,249 shares are unvested restricted shares that the reporting person was granted on 11/16/06 which vest on 11/16/09; (b) 30,000 shares are unvested restricted shares that the reporting person was granted on 12/10/07, of which 15,000 vest on each of 1/2/10 and 1/2/11; and (c) 38,600 shares are unvested restricted shares that the reporting person was granted on 12/8/08 which vest in substantially equal installments on 1/10/10, 1/10/11 and 1/10/12.

Remarks:

/s/ Robert K. Kretzman　　　10/13/2009

** 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.