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* Mammone Edward A	2. Issuer Name **and** Ticker or Trading Symbol REVLON INC /DE/ [REV]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) C/O REVLON, INC. 237 PARK AVENUE	3. Date of Earliest Transaction (Month/Day/Year) 11/16/2008	Director — 10% Owner X Officer (give title below) — Other (specify below) Sr. V.P., Corporate Controller
(Street) NEW YORK NY 10017 (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	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[1]	11/16/2008		F		198[2]	D	$8.27	9,746[3]	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. Revlon, Inc., the issuer, completed a 1-for-10 reverse stock split on 9/15/08 in which each 10 shares of the issuer's common stock were combined and reduced to 1 share. Accordingly, the shares reported in this Form 4 are adjusted for the 1-for-10 reverse stock split.

2. Mr. Mammone did not sell any of the 198 withheld shares. 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 11/16/08 vesting of 583 of the 7,000 shares of restricted stock Mr. Mammone was granted on 11/16/06. These 198 withheld shares are not sold on the open market and become Revlon, Inc. treasury shares.

3. Of these 9,746 shares reflected as beneficially owned, (a) 583 are unvested restricted shares that the reporting person was granted on 11/16/06, which vest on 11/16/09, and (b) 5,000 are unvested restricted shares that the reporting person was granted on 12/10/07, 1,666 of which vest on 1/2/09, 1,667 of which vest on 1/2/10, and 1,667 of which vest on 1/2/11.

/s/ Robert K. Kretzman for Edward A. Mammone pursuant to a Power of Attorney   11/18/2008

** 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.