

Ennis Alan Timothy
 Form 4
 January 05, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Ennis Alan Timothy

(Last) (First) (Middle)
 C/O REVLON, INC., 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)
 01/02/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive V.P. and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	01/02/2009		F		4,667 (1)	\$ 7.14	86,331 (2) D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ennis Alan Timothy C/O REVLON, INC. 237 PARK AVENUE NEW YORK, NY 10017			Executive V.P. and CFO	

Signatures

/s/ Robert K. Kretzman for Alan Timothy Ennis pursuant to a Power of Attorney

01/05/2009

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Mr. Ennis did not sell any of the 4,667 reported shares. Rather, this amount 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 1/2/09 vesting of 11,666 of the 35,000 shares of restricted stock Mr. Ennis was granted on 12/10/07 (as adjusted for Revlon, Inc.'s September 2008 1-for-10 reverse stock split). These 4,667 withheld shares are not sold on the open market and become Revlon, Inc. treasury shares.

(2) Of these 86,331 shares reflected as beneficially owned, (a) 750 shares are unvested restricted shares that the reporting person was granted on 11/16/06, which vest on 11/16/09, (b) 23,334 shares are unvested restricted shares that the reporting person was granted on 12/10/07, 11,667 shares of which vest on 1/2/10 and 11,667 shares of which vest on 1/2/11, and (c) 48,600 shares are unvested restricted shares that the reporting person was granted on 12/8/08, 16,200 shares of which vest on each of 1/10/10, 1/10/11 and 1/10/12 (in each case as adjusted for Revlon, Inc.'s September 2008 1-for-10 reverse stock split).

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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