

REVLO INC /DE/
Form 3
March 03, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Kennedy David L | | (Month/Day/Year) | REVLO INC /DE/ [REV] | |
| (Last) | (First) | (Middle) | 03/02/2006 | |
| 237 PARK AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK, NY 10017 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | CFO and Exec. Vice President | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock | 222,477 | D | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | Amount or Number of | | |

| | | | | Shares | | (I) (Instr. 5) | |
|--|-------|------------|----------------------------|-----------|---------|-------------------|---|
| Employee Stock Options (Right to Buy) | Â (1) | 03/07/2012 | Class A Common Stock | 135,000 | \$ 2.55 | D | Â |
| Employee Stock Options (Right to Buy) | Â (2) | 04/14/2011 | Class A Common Stock | 1,493,000 | \$ 3.03 | D | Â |
| Employee Stock Options (Right to Buy) | Â (3) | 04/22/2013 | Class A Common Stock | 50,000 | \$ 3.06 | D | Â |
| Employee Stock Options (Right to Buy) | Â (4) | 06/21/2012 | Class A Common Stock | 150,000 | \$ 4.96 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kennedy David L 237 PARK AVENUE NEW YORK, NY 10017 | Â | Â | Â CFO and Exec. Vice President | Â |

Signatures

/s/ Robert K. Kretzman for David L. Kennedy pursuant to a Power of Attorney granted on March 2, 2006

03/03/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) These options vest in four equal annual installments beginning on March 7, 2006.

(2) 746,500 of these options were vested as of December 31, 2005. The remaining 746,500 options vest in equal installments on December 31, 2006 and 2007.

(3) 25,000 of these options were vested as of April 22, 2005. The remaining 25,000 options vest in equal installments on April 22, 2006 and 2007.

(4) 112,500 of these options were vested as of June 21, 2005. The remaining 37,500 options vest on June 21, 2006.

Â

Remarks:

Exhibit List:

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.