

FORESTER LYNN
Form 4/A
December 20, 2002

FORM 4

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

OMB APPROVAL

__ 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

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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

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| 1. Name and Address of Reporting Person* de Rothschild, Lynn (Last) (First) (Middle) | | | 2. Issuer Name and Ticker or Trading Symbol The Estee Lauder Companies Inc. | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below) | | | |
|---|--------------------------------------|--|---|---|---|------------|--|--|--|-----------------------------------|
| ELR Holdings, Ltd. 435 East 52nd Street | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Day/Year October 29, 2002 | | | | | |
| (Street) New York, NY 10022 | | | | | 5. If Amendment, Date of Original (Month/Day/Year) October 31, 2002 | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
| | | | Code | V | Amount | (A) or (D) | Price | | | |

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).

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FORM 4 (continued) 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 & 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or | 11. M of In Benefic Own (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--------|--|--|--|------------------------------------|
| | | | | | | | Title | Amount | | | | |

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| | | | | | | | Date Exer-cisable | Expira- tion Date | | Amount or Number of Shares | | | Indirect (I) (Instr. 4) |
|--|----------------|-----------------|--|----------|----------|------------------------------|----------------------|-------------------------|-------------------------------------|--|----------------|-----------------|-------------------------------|
| Stock Units (Cash Payout) | 1:1 | 10/29/02 | | A | V | 103.23⁽¹⁾ | (2) | (3) | Class A Common Stock | 103.23 | \$29.06 | | D |
| Stock Units (Cash Payout) | 1:1 | 10/30/02 | | A | V | 1074.35⁽⁴⁾ | (5) | (6) | Class A Common Stock | 1074.35 | \$29.32 | 3,608.94 | D |
| Option - 10/30/02 Grant | \$29.32 | 10/30/02 | | A | V | 7,700⁽⁷⁾ | | 10/30/12 | Class A Common Stock | 7,700 | \$29.32 | 7,700 | D |

Explanation of Responses:

(1) Reflects grant of stock units in lieu of cash for meeting fees.

(2) The stock units will be paid out in cash as of the first January 1 after the last date of the Reporting Person's service as a director of the Company.

(3) See note 2.

(4) Reflects grant of stock units in lieu of cash for meeting fees, quarterly retainer and committee chairman fee.

(5) See note 2.

(6) See note 2.

(7) Granted pursuant to the Issuer's Non-Employee Director Share Incentive Plan.

By: /s/ **Spencer G. Smul**
Attorney-in-Fact

December 20, 2002
Date

**Signature of Reporting Person

**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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