

ESTEE LAUDER COMPANIES INC
 Form 4
 November 26, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Lauder William P

2. Issuer Name and Ticker or Trading Symbol
 ESTEE LAUDER COMPANIES INC [EL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/21/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive Chairman

C/O THE ESTEE LAUDER COMPANIES INC., 767 FIFTH AVENUE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10153

(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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 11/21/2012 | | M | 300,000 | A | \$ 17.5 | 560,489 D |
| Class A Common Stock | 11/21/2012 | | M | 300,000 | A | \$ 19.78 | 860,489 D |
| Class A Common Stock | 11/21/2012 | | S | 374,000 | D | \$ 58.27 | 486,489 D |
| | | | | (1) | | (1) (2) | |

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| | | | |
|----------------------------|---------|-------------------------|---|
| Class A Common Stock | 24,360 | I <u>(3)</u> <u>(4)</u> | 1992 GRAT Remainder Trust f/b/o GML |
| Class A Common Stock | 668,662 | I <u>(4)</u> <u>(5)</u> | 1992 GRAT Remainder Trust f/b/o WPL |
| Class A Common Stock | 10,468 | I <u>(4)</u> <u>(6)</u> | by children of WPL |

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | | |
|---|--|---|---|--------------------------------------|---|--|---|----------------------------|----------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Option (right to buy) | \$ 17.5 | 11/21/2012 | | M | 300,000 <u>(7)</u> | <u>(7)</u> 09/26/2015 | | Class A Common Stock | 300,000 |
| Option (right to buy) | \$ 19.78 | 11/21/2012 | | M | 300,000 <u>(9)</u> | <u>(9)</u> 08/20/2013 | | Class A Common Stock | 300,000 |
| Class B Common Stock | <u>(10)</u> | | | | | <u>(10)</u> | <u>(10)</u> | Class A Common Stock | 6,525,600 |
| Class B Common Stock | <u>(10)</u> | | | | | <u>(10)</u> | <u>(10)</u> | Class A Common Stock | 1,268,300 |
| | <u>(10)</u> | | | | | <u>(10)</u> | <u>(10)</u> | | 45,740 |

Class B
Common
Stock

Class A
Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lauder William P C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153 | X | X | Executive Chairman | |

Signatures

William P. Lauder, by Spencer G. Smul,
Attorney-in-fact

11/26/2012

__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) The number of securities reported represents an aggregate number of shares sold in multiple open market transactions over a range of sales prices. The price reported represents the weighted average price. The Reporting Person undertakes to provide to the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares sold by the Reporting Person at each separate price within the range.
- (2) Sales prices range from \$58.05 to \$58.62 per share, inclusive.
- (3) Owned by William P. Lauder ("WPL"), indirectly, as a trustee of the 1992 GRAT Remainder Trust f/b/o Gary M. Lauder.
- (4) WPL disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.
- (5) Owned by the 1992 GRAT Remainder Trust f/b/o William P. Lauder ("WPL GRAT Remainder Trust"). Owned by WPL, indirectly, as a trustee of the WPL GRAT Remainder Trust.
- (6) Owned by WPL indirectly, in custody for his children.
- (7) Stock Options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 100,000 shares exercisable from and after January 1, 2007; 100,000 shares exercisable from and after January 1, 2008; and 100,000 shares exercisable from and after January 1, 2009. This option was previously reported as covering 50,000 shares exercisable from and after January 1, 2007; 50,000 shares exercisable from and after January 1, 2008; and 50,000 shares exercisable from and after January 1, 2009 at an exercise price of \$35.00, but has been adjusted in this report to reflect the stock split that occurred on January 20, 2012.
- (8) Not applicable.
- (9) Stock Options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 100,000 shares exercisable from and after January 1, 2008; 100,000 shares exercisable from and after January 1, 2009; and 100,000 shares exercisable from and after January 1, 2010. This option was previously reported as covering 50,000 shares exercisable from and after January 1, 2008; 50,000 shares exercisable from and after January 1, 2009; and 50,000 shares exercisable from and after January 1, 2010 at an exercise price of \$39.56, but has been adjusted in this report to reflect the stock split that occurred on January 20, 2012.
- (10) There is no exercise or conversion price for the Class B Common Stock. Shares of Class B Common Stock (i) may be converted immediately on a one-for-one basis by the holder into shares of Class A Common Stock and (ii) are automatically converted into Class A Common Stock on a one-for-one basis upon transfer to a person or entity that is not a "Permitted Transferee" (as defined in the Issuer's Restated Certificate of Incorporation) or soon after a record date for a meeting of stockholders where the outstanding Class B Common Stock constitutes less than 10% of the outstanding shares of Common Stock of the Issuer.

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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