

ESTEE LAUDER COMPANIES INC
Form 4
September 06, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
LAUDER JANE

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)
09/04/2012

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	09/04/2012		A ⁽²⁾	7,002 ⁽²⁾	\$ 0	11,360 ⁽¹⁾	D
Class A Common Stock	09/04/2012		F ⁽³⁾	2,824	\$ 59.67	8,536	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Option (Right to Buy)	\$ 59.78	09/04/2012		A	20,032	<u>(4)</u>	09/04/2022	Class A Common Stock
Restricted Stock Units (Share Payout)	\$ 0 <u>(5)</u>	09/04/2012		A	3,387	<u>(6)</u>	<u>(6)</u>	Class A Common Stock
Option (Right to Buy)	\$ 26.42 <u>(8)</u>					01/01/2010 ⁽⁸⁾	09/11/2018 ⁽⁸⁾	Class A Common Stock
Option (Right to Buy)	\$ 17 <u>(9)</u>					01/01/2011 ⁽⁹⁾	09/02/2019 ⁽⁹⁾	Class A Common Stock
Option (Right to Buy)	\$ 29.04 <u>(10)</u>					01/01/2012 ⁽¹⁰⁾	09/01/2020 ⁽¹⁰⁾	Class A Common Stock
Option (Right to Buy)	\$ 49.09 <u>(11)</u>					01/01/2013 ⁽¹¹⁾	09/01/2021 ⁽¹¹⁾	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAUDER JANE C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153	X			

Signatures

Jane Lauder, by Spencer G. Smul,
Attorney-in-fact

09/06/2012

 **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) On January 20, 2012, the Class A Common Stock of the Issuer split 2-for-1, resulting in the Reporting Person's ownership of 2,179.2 additional shares of Class A Common Stock.
- (2) Reflects payout of Performance Share Units ("PSUs") granted to Reporting Person on September 2, 2009. Aggregate target payout for the opportunities was 4,668 shares of Class A Common Stock.
- (3) Represents the withholding of shares for tax purposes in connection with the payout of the PSUs.
- (4) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 6,677 shares exercisable from and after January 1, 2014; 6,677 shares exercisable from and after January 1, 2015; and 6,678 shares exercisable from and after January 1, 2016.
- (5) Not applicable. Restricted Stock Units vest and are paid out in shares of Class A Common Stock on a one-to-one basis on the applicable vesting date.
Assuming continued employment, the Restricted Stock Units granted to September 4, 2012 will vest and be paid out as follows: 1,129 on October 31, 2013; 1,129 on October 31, 2014; and 1,129 on October 31, 2015. Upon payout, shares will be withheld to cover minimum statutory tax obligations. Restricted Stock Units are accompanied by dividend equivalent rights that will be payable in cash at the time of payout of the related shares.
- (6) Assuming continued employment, the Restricted Stock Units held by the Reporting Person will vest and be paid out as follows: 4,842 on October 31, 2012; 4,415 on October 31, 2013; 2,439 on October 31, 2014; and 1,129 on October 31, 2015. Upon payout, shares will be withheld to cover minimum statutory tax obligations. Restricted Stock Units are accompanied by dividend equivalent rights that will be payable in cash at the time of payout of the related shares.
- (7) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 8,334 shares exercisable from and after January 1, 2012. This option was previously reported as covering 4,166 shares exercisable from and after January 1, 2010; 4,167 shares exercisable from and after January 1, 2011; and 4,167 shares exercisable from and after January 1, 2012 at an exercise price of \$52.83, but has been adjusted in this report to reflect the stock split that occurred on January 20, 2012. Options in respect of 16,666 shares (post-split) subject to this grant were exercised prior to such date.
- (8) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 9,332 shares exercisable from and after January 1, 2011; 9,334 shares exercisable from and after January 1, 2012; and 9,334 shares exercisable from and after January 1, 2013. This option was previously reported as covering 4,666 shares exercisable from and after January 1, 2011; 4,667 shares exercisable from and after January 1, 2012; and 4,667 shares exercisable from and after January 1, 2013 at an exercise price of \$34.00, but has been adjusted in this report to reflect the stock split that occurred on January 20, 2012.
- (9) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 11,864 shares exercisable from and after January 1, 2012; 11,866 shares exercisable from and after January 1, 2013; and 11,866 shares exercisable from and after January 1, 2014. This option was previously reported as covering 5,932 shares exercisable from and after January 1, 2012; 5,933 shares exercisable from and after January 1, 2013; and 5,933 shares exercisable from and after January 1, 2014 at an exercise price of \$58.08, but has been adjusted in this report to reflect the stock split that occurred on January 20, 2012.
- (10) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 7,584 shares exercisable from and after January 1, 2013; 7,584 shares exercisable from and after January 1, 2014; and 7,584 shares exercisable from and after January 1, 2015. This option was previously reported as covering 3,792 shares exercisable from and after January 1, 2013; 3,792 shares exercisable from and after January 1, 2014; and 3,792 shares exercisable from and after January 1, 2015 at an exercise price of \$98.17, but has been adjusted in this report to reflect the stock split that occurred on January 20, 2012.
- (11)

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.