

ESTEE LAUDER COMPANIES INC
 Form 4
 December 06, 2013

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 *
 TRUST UNDER ARTICLE 2 OF
 THE ZINTERHOFER 2008
 DESCENDANTS TRUST
 AGREEMENT

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/04/2013

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount | | Price |
| | | | | Code | V | | |

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

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SEC 1474
 (9-02)

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | (1) | 12/04/2013 | | P | 100,000 | (1) (1) | (1) (1) | Class A Common Stock | 100,000 |
| Class B Common Stock | (1) | 12/04/2013 | | P | 175,000 | (1) (1) | (1) (1) | Class A Common Stock | 175,000 |
| Class B Common Stock | (1) | | | | | (1) (1) | (1) (1) | Class A Common Stock | 1,331,324 |
| Class B Common Stock | (1) | | | | | (1) (1) | (1) (1) | Class A Common Stock | 9,865,192 |
| Class B Common Stock | (1) | 12/04/2013 | | P | 275,000 | (1) (1) | (1) (1) | Class A Common Stock | 275,000 |
| Class B Common Stock | (1) | | | | | (1) (1) | (1) (1) | Class A Common Stock | 17,161,020 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TRUST UNDER ARTICLE 2 OF THE ZINTERHOFER 2008 DESCENDANTS TRUST AGREEMENT C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153 | | X | | |
| | X | X | | |

LAUDER AERIN
C/O THE ESTEE LAUDER COMPANIES INC.
767 FIFTH AVENUE
NEW YORK, NY 10153

LAUDER JANE
C/O THE ESTEE LAUDER COMPANIES INC.
767 FIFTH AVENUE
NEW YORK, NY 10153

X X

Signatures

| | |
|--|------------|
| Aerin Lauder, Trustee, 2008 descendants Trust, by Spencer G. Smul, attorney-in-fact | 12/06/2013 |
| __Signature of Reporting Person | Date |
| Aerin Lauder, by Spencer G. Smul, attorney-in-fact | 12/06/2013 |
| __Signature of Reporting Person | Date |
| Jane Lauder, by Spencer G. Smul, Attorney-in-fact | 12/06/2013 |
| __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).
- Shares of Class B Common Stock may be converted immediately into Class A Common Stock on a one-for-one basis by the holder and 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" 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.
- (1) Owned directly by the Trust under Article 2 of The Zinterhofer 2008 Descendants Trust Agreement u/a/d December 24, 2008 (the "2008 Descendants Trust"). Owned indirectly by Aerin Lauder Zinterhofer and Jane Lauder as Trustees of the 2008 Descendants Trust. Aerin Lauder Zinterhofer disclaims beneficial ownership to the extent that she does not have a pecuniary interest in such securities. Jane Lauder disclaims beneficial ownership to the extent that she does not have a pecuniary interest in such securities.
 - (2) Owned directly by Aerin Lauder.
 - (3) Owned indirectly by Aerin Lauder as Grantor and beneficial owner of the Aerin Lauder Zinterhofer 2000 Revocable Trust.
Owned indirectly by Aerin Lauder as Trustee and ultimate beneficial owner of the Aerin Lauder Zinterhofer 2008 Grantor Retained
 - (4) Annuity Trust and with respect to which she has sole voting and investment power. Aerin Lauder Zinterhofer disclaims beneficial ownership to the extent that she does not have a pecuniary interest in such securities.
 - (5) Owned directly by Jane Lauder.
 - (6) Owned indirectly by Jane Lauder as Grantor and beneficial owner of the Jane A. Lauder 2003 Revocable Trust.

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.