

ESTEE LAUDER COMPANIES INC
Form 4
February 22, 2008

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 *
1992 GRAT REMAINDER TRUST
FBO GARY LAUDER

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)
02/20/2008

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
Trust with Insider

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
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V | Amount (A) or (D) Price | | |
| Class A Common Stock | 02/20/2008 | | S ⁽¹⁾ | D | 12,281 (2) \$ 42.052 (2) | 233,340 | D ⁽¹⁾ |
| Class A Common Stock | 02/21/2008 | | S ⁽¹⁾ | D | 12,281 (2) \$ 42.1364 (2) | 221,059 | D ⁽¹⁾ |
| Class A Common Stock | 02/22/2008 | | S ⁽¹⁾ | D | 12,281 (2) \$ 41.8279 (2) | 208,778 | D ⁽¹⁾ ⁽⁹⁾ |

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| | | | | | | | | | |
|----------------------------|------------|--|------------------|---------------|---|----------------------|---------|----------------------|--|
| Class A Common Stock | 02/20/2008 | | S ⁽³⁾ | 25,000 (4) | D | \$ 42.0488 (4) | 260,400 | D ⁽³⁾ | |
| Class A Common Stock | 02/20/2008 | | G ⁽⁵⁾ | V 35,400 | D | (6) | 225,000 | D ⁽⁵⁾ | |
| Class A Common Stock | 02/21/2008 | | S ⁽³⁾ | 25,000 (4) | D | \$ 42.1384 (4) | 200,000 | D ⁽³⁾ | |
| Class A Common Stock | 02/22/2008 | | S ⁽³⁾ | 25,000 (4) | D | \$ 41.8261 (4) | 175,000 | D ⁽³⁾ (9) | |
| Class A Common Stock | 02/20/2008 | | S ⁽⁷⁾ | 12,281 (8) | D | \$ 42.0508 (8) | 233,340 | D ⁽⁷⁾ | |
| Class A Common Stock | 02/21/2008 | | S ⁽⁷⁾ | 12,281 (8) | D | \$ 42.136 (8) | 221,059 | D ⁽⁷⁾ | |
| Class A Common Stock | 02/22/2008 | | S ⁽⁷⁾ | 12,281 (8) | D | \$ 41.8283 (8) | 208,778 | D ⁽⁷⁾ (9) | |
| Class A Common Stock | | | | | | | 242,365 | D ⁽¹⁰⁾ | |
| Class A Common Stock | | | | | | | 5,234 | I ⁽⁹⁾ | By children of William P. Lauder |

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)

| 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|

(Instr. 3,
4, and 5)

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
|------|---|-----|-----|------------------|-----------------|-------|----------------------------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|--------------------|
| | Director | 10% Owner | Officer | Other |
| 1992 GRAT REMAINDER TRUST FBO GARY LAUDER C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153 | | X | | Trust with Insider |
| LAUDER GARY M REVOCABLE TRUST UAD 8/10/2000 ICTV INC. 333 W. SAN CARLOS ST., SUITE 400 SAN JOSE, CA 95110 | | X | | |
| LAUDER GARY M ICTV INC. 333 W. SAN CARLOS ST., SUITE 400 SAN JOSE, CA 95110 | | X | | |
| 1992 GRAT REMAINDER TRUST FBO WILLIAM LAUDER THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NY, NY 10153 | | X | | Trust with Insider |
| Lauder William P THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVE. NEW YORK, NY 10036 | X | X | President and CEO | |

Signatures

| | |
|---|------------|
| Gary M. Lauder, by Spencer G. Smul, Attorney-in-fact | 02/22/2008 |
| **Signature of Reporting Person | Date |
| Gary M. Lauder, Trustee, by Spencer G. Smul, Attorney-in-fact | 02/22/2008 |
| **Signature of Reporting Person | Date |
| Gary M. Lauder, Trustee, by Spencer G. Smul, Attorney-in-fact | 02/22/2008 |

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| <u>Signature of Reporting Person</u> | Date |
|--|------------|
| William P. Lauder, by Spencer G. Smul, Attorney-in-fact | 02/22/2008 |
| <u>Signature of Reporting Person</u> | Date |
| William P. Lauder, Trustee, by Spencer G. Smul, Attorney-in-fact | 02/22/2008 |
| <u>Signature of Reporting Person</u> | 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 1992 GRAT Remainder Trust f/b/o Gary M. Lauder sold shares of Class A Common Stock pursuant to a plan intended to comply with Rule 10b5-1(c), previously entered into on September 5, 2007. The 1992 GRAT Remainder Trust f/b/o Gary M. Lauder also owns 1,343,846 shares of Class B Common Stock.
 - (2) See Exhibit 99.1(a).
 - (3) The GML Revocable Trust sold shares of Class A Common Stock pursuant to a plan intended to comply with Rule 10b5-1(c), previously entered into on September 5, 2007.
 - (4) See Exhibit 99.1(b).
 - (5) Shares of Class A Common Stock were donated to a charity by the GML Revocable Trust, pursuant to a plan intended to comply with Rule 10b5-1(c), previously entered into on September 7, 2007.
 - (6) Not applicable.
 - (7) The 1992 GRAT Remainder Trust f/b/o William P. Lauder sold shares of Class A Common Stock pursuant to a plan intended to comply with Rule 10b5-1(c), previously entered into on September 5, 2007. The 1992 GRAT Remainder Trust f/b/o William P. Lauder also owns 1,914,608 shares of Class B Common Stock.
 - (8) See Exhibit 99.1(c).
 - (9) See Exhibit 99.1(d).
 - (10) Directly owned by William P. Lauder

Remarks:

*The full name of the Gary M. Lauder Revocable Trust is the Second Amendment and Restatement of the Gary M. Lauder Re

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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