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BARSHEFSKY CHARLENE

Form 4

October 31, 2002

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check this box if no longer subject to Section 16.  
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person  
 Barshefsky, Charlene  
 Wilmer, Cutler & Pickering  
 2445 M Street, N.W.  
 Washington, D.C. 20037
2. Issuer Name and Ticker or Trading Symbol  
 The Estee Lauder Companies Inc.  
 EL
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year  
 October 29, 2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 (X) Director ( ) 10% Owner ( ) Officer (give title below) ( ) Other  
 (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)  
 (X) 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 | 2. Transaction Date | 3. Transaction Code | 4. Securities Acquired (A) or Disposed of (D) Amount | 5. Amount of Securities Beneficially Owned at End of Month |
|----------------------|---------------------|---------------------|--|--|
| Class A Common Stock | 10/30/2002          | A (1)               | 2,000  | 2,000 (2)  |

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Put or Call |
|---------------------------------|--|---------------------|---------------------|---|---|--|----------------|
| Option (Right to Buy)           | \$29.32  | 10/30/2002          | A (1)               | 7,700   | 10/30/2002 - 10/30/2005                 | Class A Comm                                 | 7,700          |

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|       |  |     |   |  |  |     |     |          |  |  |
|-------|--|-----|---|--|--|-----|-----|----------|--|--|
|       |  | /02 | ) |  |  | /03 | /12 | on Stock |  |  |
| ----- |  |     |   |  |  |     |     |          |  |  |
|       |  |     |   |  |  |     |     |          |  |  |

Explanation of Responses:

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

(2) Amount of securities beneficially owned on October 30, 2002.

(3) Amount of derivative securities beneficially owned on October 30, 2002.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Paul E. Konney, Spencer G. Smul, Moira A. Pastre, Nancy M. Loudon, Seth E. Herbert and Kerrian Thomas, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of The Estee Lauder Companies Inc. (the "Company") or as a stockholder of the Company or as a trustee of a stockholder of the Company, Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with, or liabilities that may arise under, Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of August, 2002.

Signature: /s/ Charlene

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Barshefsky  
SIGNATURE OF REPORTING PERSON  
/s/ Spencer G. Smul, Attorney-in-fact  
DATE  
October 31, 2002