

ESTEE LAUDER COMPANIES INC

Form 4

February 05, 2007

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Demsey John

(Last) (First) (Middle)

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)
02/02/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Group President

6. 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 (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	02/02/2007		M ⁽¹⁾		10,000	A	\$ 33.44	10,019.59	D	
Class A Common Stock	02/02/2007		M ⁽²⁾		16,666	A	\$ 35	26,685.59	D	
Class A Common Stock	02/02/2007		S ⁽¹⁾		666	D	\$ 46.08	26,019.59	D	

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Class A Common Stock	02/02/2007	<u>S⁽¹⁾</u>	200	D	\$ 46.1	25,819.59	D
Class A Common Stock	02/02/2007	<u>S⁽¹⁾</u>	1,000	D	\$ 46.12	24,819.59	D
Class A Common Stock	02/02/2007	<u>S⁽¹⁾</u>	2,900	D	\$ 46.14	21,919.59	D
Class A Common Stock	02/02/2007	<u>S⁽¹⁾</u>	4,500	D	\$ 46.16	17,419.59	D
Class A Common Stock	02/02/2007	<u>S⁽¹⁾⁽²⁾</u>	3,100	D	\$ 46.18	14,319.59	D
Class A Common Stock	02/02/2007	<u>S⁽²⁾</u>	100	D	\$ 46.2	14,219.59	D
Class A Common Stock	02/02/2007	<u>S⁽²⁾</u>	100	D	\$ 46.22	14,119.59	D
Class A Common Stock	02/02/2007	<u>S⁽²⁾</u>	100	D	\$ 46.09	14,019.59	D
Class A Common Stock	02/02/2007	<u>S⁽²⁾</u>	800	D	\$ 46.11	13,219.59	D
Class A Common Stock	02/02/2007	<u>S⁽²⁾</u>	3,600	D	\$ 46.13	9,619.59	D
Class A Common Stock	02/02/2007	<u>S⁽²⁾</u>	3,500	D	\$ 46.15	6,119.59	D
Class A Common Stock	02/02/2007	<u>S⁽²⁾</u>	3,900	D	\$ 46.17	2,219.596	D
Class A Common Stock	02/02/2007	<u>S⁽²⁾</u>	1,400	D	\$ 46.19	819.59	D
Class A Common Stock	02/02/2007	<u>S⁽²⁾</u>	800	D	\$ 46.21	19.59 ⁽³⁾	D

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 or Number of Shares
Option (Right to Buy)	\$ 33.44	02/02/2007		M		10,000		01/01/2005 ⁽¹⁾	08/20/2013	Class A Common Stock	10,000
Option (Right to Buy)	\$ 35	02/02/2007		M		16,666		01/01/2007 ⁽²⁾	09/26/2015	Class A Common Stock	16,667

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Demsey John
THE ESTEE LAUDER COMPANIES INC.
767 FIFTH AVENUE
NEW YORK, NY 10153

Group President

Signatures

John Demsey, by Charles E. Reese, II,
attorney-in-fact

02/05/2007

__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) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 10,000 shares exercisable from and after January 1, 2005; 10,000 shares exercisable from and after January 1, 2006; 10,000 shares exercisable from and after January 1, 2007.
- (2) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 16,666 shares exercisable from and after January 1, 2007; 16,667 shares exercisable from and after January 1, 2008; 16,667 shares exercisable from and after January 1, 2009.

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- (3) Includes .23 shares acquired through dividend reinvestment of 19.36 shares on December 27, 2006.
- (4) Not applicable.
- (5) The Reporting Person also has options to purchase at various prices 188,334 shares of Class A Common Stock of which 95,000 are currently exercisable.

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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