

ESTEE LAUDER COMPANIES INC

Form 4

February 18, 2015

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 *
PARSONS RICHARD D

(Last) (First) (Middle)

**PROVIDENCE EQUITY
PARTNERS, 9 WEST 57TH
STREET**

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2015

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 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 | 02/17/2015 | | M | | 10,000 | A | \$ 16.81 |
| | | | | | 10,000 | | |
| Class A Common Stock | 02/17/2015 | | M | | 10,000 | A | \$ 23.32 |
| | | | | | 20,000 | | |
| Class A Common Stock | 02/17/2015 | | M | | 12,112 | A | \$ 35.51 |
| | | | | | 32,112 | | |

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Class A
Common 02/17/2015 S 32,112 D \$ 81.77 0 D
Stock (1) (2)

Class A
Common 4,442 I By Parsons
Stock Family
Foundation

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) (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) ⁽³⁾ | \$ 16.81 | 02/17/2015 | | M | | 10,000 | | 11/07/2009 | 11/07/2018 | Class A Common Stock | 10,000 |
| Option (Right to Buy) ⁽³⁾ | \$ 23.32 | 02/17/2015 | | M | | 10,000 | | 11/13/2010 | 11/13/2019 | Class A Common Stock | 10,000 |
| Option (Right to Buy) ⁽³⁾ | \$ 35.51 | 02/17/2015 | | M | | 12,112 | | 11/09/2011 | 11/09/2020 | Class A Common Stock | 12,112 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PARSONS RICHARD D PROVIDENCE EQUITY PARTNERS 9 WEST 57TH STREET NEW YORK, NY 10019 | X | | | |

Signatures

Richard D. Parsons, by Maureen Sladek,
Attorney-in-fact

02/18/2015

__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).

- The number of securities reported represents an aggregate number of shares sold in multiple open market transactions over a range of sales prices. The price reported represents the weighted average price. The Reporting Person undertakes to provide to the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares sold by the Reporting Person at each separate price within the range.
- (1)
 - (2) Sales prices range from \$81.59 to \$82.11 per share, inclusive.
 - (3) Stock options granted pursuant to the Issuer's Non-Employee Director Share Incentive Plan.
 - (4) Not Applicable.
 - (5) The Reporting Person also has options to purchase at various prices 17,499 shares of Class A Common Stock, 13,125 of which 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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