ESTEE LAUDER COMPANIES INC

Form 4

December 04, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * 1992 GRAT REMAINDER TRUST FBO WILLIAM LAUDER

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Symbol

ESTEE LAUDER COMPANIES INC [EL]

(Check all applicable)

(Middle)

3. Date of Earliest Transaction

12/02/2015

(Month/Day/Year)

_X__ 10% Owner Director __X_ Other (specify Officer (give title below) below)

Trust with Insider Trustee

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

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

NEW YORK, NY 10153

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

			Person
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or F

(City)	(State)	(Zip) Tabl	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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
C1 A			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A Common Stock	12/02/2015		S	7,400 (1)	D	\$ 85.03 (1) (2)	442,387	D (3) (4) (5)	
Class A Common Stock	12/04/2015		S	42,387 (1)	D	\$ 85.09 (1) (6)	400,000	D (3) (4) (5)	
Class A Common Stock	12/04/2015		S	24,360 (1)	D	\$ 84.14 (1) (7)	0	D (4) (5) (8)	

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Class A Common Stock	11,761	D (9)	
Class A Common Stock	10,468	I (10)	by children of WPL

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transa Code (Instr.	8)	5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
1992 GRAT REMAINDER TRUST FBO WILLIAM LAUDER C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153		X		Trust with Insider Trustee			
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 Trustee			
	X	X					

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Lauder William P Executive C/O THE ESTEE LAUDER COMPANIES INC. Chairman

767 FIFTH AVENUE NEW YORK, NY 10153

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

X

NEW YORK, NY 10153

Signatures

1992 GRAT Remainder Trust f/b/o William P. Lauder, by Spencer G. Smul,
Attorney-in-fact

Date

1992 GRAT Remainder Trust f/b/o Gary Lauder, by Spencer G. Smul, Attorney-in-fact 12/04/2015

Date

**Signature of Reporting Person

12/04/2015

William P. Lauder, by Spencer G. Smul, Attorney-in-fact

Date

Gary M. Lauder, by Spencer G. Smul, Attorney-in-fact

12/04/2015

**Signature of Reporting Person

**Signature of Reporting Person

**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 WPL GRAT Remainder Trust undertakes to provide 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.
- (2) Sales prices in the range from \$85.00 to \$85.13 per share, inclusive.
- Owned by WPL GRAT Remainder Trust directly. Owned by each of William P. Lauder (WPL) and Gary M. Lauder (GML), indirectly, as a trustee of the WPL GRAT Remainder Trust.
- (4) WPL disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.
- (5) GML disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.
- (6) Sales prices in the range from \$85.00 to \$85.29 per share, inclusive.
- (7) Sales prices in the range from \$83.86 to \$84.41 per share, inclusive.
- (8) Owned by GML GRAT Remainder Trust directly. Owned by each of WPL and GML, indirectly, as a trustee of the GML GRAT Remainder Trust.
- (9) Owned by WPL directly.
- (10) Owned by WPL indirectly, in custody for his children.

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.

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