

DiGeso Amy
Form 4
September 06, 2012

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

OMB APPROVAL

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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 *
DiGeso Amy

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)

THE ESTEE LAUDER COMPANIES INC., 767 FIFTH AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
09/04/2012

____ Director
 Officer (give title below) EVP - Global Human Resources
____ 10% Owner
____ Other (specify below)

(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
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 09/04/2012 | | A ⁽²⁾ | 18,237 ⁽²⁾ | A \$ 0 | 31,627 ⁽¹⁾ | D |
| Class A Common Stock | 09/04/2012 | | F ⁽³⁾ | 7,526 | D \$ 59.67 | 24,101 | D |

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Option (Right to Buy) | \$ 59.78 | 09/04/2012 | | A | 42,927 | <u>(4)</u> | 09/04/2022 | Class A Common Stock |
| Restricted Stock Units (Share Payout) | \$ 0 <u>(5)</u> | 09/04/2012 | | A | 7,934 | <u>(6)</u> | <u>(6)</u> | Class A Common Stock |
| Option (Right to Buy) | \$ 26.42 <u>(8)</u> | | | | | 01/01/2010 ⁽⁸⁾ | 09/11/2018 ⁽⁸⁾ | Class A Common Stock |
| Option (Right to Buy) | \$ 17 <u>(9)</u> | | | | | 01/01/2011 ⁽⁹⁾ | 09/02/2019 ⁽⁹⁾ | Class A Common Stock |
| Option (Right to Buy) | \$ 29.04 <u>(10)</u> | | | | | 01/01/2012 ⁽¹⁰⁾ | 09/01/2020 ⁽¹⁰⁾ | Class A Common Stock |
| Option (Right to Buy) | \$ 49.09 <u>(11)</u> | | | | | 01/01/2013 ⁽¹¹⁾ | 09/01/2021 ⁽¹¹⁾ | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DiGeso Amy THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153 | | | EVP - Global Human Resources | |

Signatures

By: Amy DiGeso by Spencer G. Smul,
attorney-in-fact

09/06/2012

__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) On January 20, 2012, the Class A Common Stock of the Issuer split 2-for-1, resulting in the Reporting Person's ownership of 6,695 additional shares of Class A Common Stock.
- (2) Reflects payout of Performance Share Units ("PSUs") granted to Reporting Person on September 2, 2009. Aggregate target payout for the opportunities was 12,158 shares of Class A Common Stock.
- (3) Represents the withholding of shares for tax purposes in connection with the payout of the PSUs.
- (4) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 14,309 shares exercisable from and after January 1, 2014; 14,309 shares exercisable from and after January 1, 2015; and 14,309 shares exercisable from and after January 1, 2016.
- (5) Not applicable. Restricted Stock Units vest and are paid out in shares of Class A Common Stock on a one-to-one basis on the applicable vesting date.
- (6) Assuming continued employment, the Restricted Stock Units granted on September 4, 2012 will vest and be paid out as follows: 2,644 on October 31, 2013; 2,645 on October 31, 2014; and 2,645 on October 31, 2015. Upon payout, shares will be withheld to cover minimum statutory tax obligations. Restricted Stock Units are accompanied by dividend equivalent rights that will be payable in cash at the time of payout of the related shares.
- Assuming continued employment, the Restricted Stock Units held by the Reporting Person are from the grants dated September 2, 2009, September 1, 2010, September 1, 2011 and September 4, 2012 will vest and be paid out as follows: 12,106 on October 31, 2012; 10,698 on October 31, 2013; 6,013 on October 31, 2014; and 2,645 on October 31, 2015. The Restricted Stock Units outstanding prior to
- (7) January 4, 2012 (i.e. the record date) were previously reported as paying out as follows: 6,053 on October 31, 2012; 4,027 on October 31, 2013; and 1,684 on October 31, 2014, but have been adjusted in this report to reflect the stock split that occurred on January 20, 2012. Upon payout, shares will be withheld to cover minimum statutory tax obligations. Restricted Stock Units are accompanied by dividend equivalent rights that will be payable in cash at the time of payout of the related shares.
- Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 16,668 shares exercisable from and after January 1, 2012. This option was previously reported as covering 8,333 shares exercisable from and after January 1, 2010; 8,333 shares exercisable from and after January 1, 2011; and 8,334 shares exercisable from and after January 1, 2012 at an exercise price of \$52.83, but has been adjusted in this report to reflect the stock split that occurred on January 20, 2012. Options in respect of 33,332 shares (post-split) subject to this grant were exercised prior to such date.
- (8)
- Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 22,334 shares exercisable from and after January 1, 2012; and 22,334 shares exercisable from and after January 1, 2013. This option was previously reported as covering 11,666 shares exercisable from and after January 1, 2011; 11,667 shares exercisable from and after January 1, 2012; and 11,667 shares exercisable from and after January 1, 2013 at an exercise price of \$34.00, but has been adjusted in this report to reflect the stock split that occurred on January 20, 2012. Options in respect of 23,332 shares (post-split) subject to this grant were exercised prior to such date.
- (9)
- Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 27,026 shares exercisable from and after January 1, 2012; 27,028 shares exercisable from and after January 1, 2013; and 27,028 shares exercisable from and after January 1, 2014. This
- (10) option was previously reported as covering 13,513 shares exercisable from and after January 1, 2012; 13,514 shares exercisable from and after January 1, 2013; and 13,514 shares exercisable from and after January 1, 2014 at an exercise price of \$58.08, but has been adjusted in this report to reflect the stock split that occurred on January 20, 2012.
- Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 16,376 shares exercisable from and after January 1, 2013; 16,376 shares exercisable from and after January 1, 2014; and 16,376 shares exercisable from and after January 1, 2015. This
- (11) option was previously reported as covering 8,188 shares exercisable from and after January 1, 2013; 8,188 shares exercisable from and after January 1, 2014; and 8,188 shares exercisable from and after January 1, 2015 at an exercise price of \$98.17, but has been adjusted in this report to reflect the stock split that occurred on January 20, 2012.

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.