ESTEE LAUDER COMPANIES INC

Form 4

November 14, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287 Number:

January 31, Expires: 2005

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OMB APPROVAL

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

FORESTER LYNN

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

Officer (give title

below)

ESTEE LAUDER COMPANIES

INC [EL]

(Check all applicable) X_ Director 10% Owner

Other (specify

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

ELR HOLDINGS, LTD., 435 EAST 11/11/2016

(Middle)

52ND STREET

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

NEW YORK, NY 10022

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

1. Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of Underlying Securities

(9-02)

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(ear)	(Instr. 3 and	4)
				Code V	(A) (E	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 78.36	11/11/2016		A(1)	4,697	11/11/2017	11/11/2026	Class A Common Stock	4,697
Stock Units (Share Payout)	(2)	11/11/2016		A(1)	889.18	(3)	(3)	Class A Common Stock	889.18
Stock Units (Cash Payout)	<u>(4)</u>	11/11/2016		A(5)	456.22	<u>(6)</u>	<u>(6)</u>	Class A Common Stock	456.22

Reporting Owners

Reporting Owner Name / Address	Relationships					
Fg	Director	10% Owner	Officer	Other		
FORESTER LYNN ELR HOLDINGS, LTD. 435 EAST 52ND STREET NEW YORK, NY 10022	X					

Signatures

Lynn Forester de Rothschild, by Maureen Sladek, Attorney-in-fact

11/14/2016

**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) Granted pursuant to the Issuer's Amended and Restated Non-Employee Director Share Incentive Plan.
- (2) Each stock unit (share payout) is convertible into one share of Class A Common Stock (i.e. 1:1).
- (3) The stock units (share payout) will be paid out the first business day of the calendar year following the last date of the Reporting Person's service as a director of the Company.
- (4) Each stock unit (cash payout) is convertible into cash equal to the value of one share of Class A Common Stock (i.e. 1:1).
- (5) Reflects grant of stock units in lieu of cash for quarterly board and committee retainers, as well as annual chairmanship fee.
- (6) The stock units (cash payout) will be paid out the first business day of the calendar year following the last date of the Reporting Person's service as a director of the Company.

Reporting Owners 2

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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.