

O'HARE MICHAEL
Form 4
August 21, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
O'HARE MICHAEL

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2017

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

THE ESTEE LAUDER COMPANIES INC., 767 FIFTH AVENUE

(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 Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|--|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Class A Common Stock | 08/21/2017 | | M | | 17,841 | A | \$ 70.5 (1) | 17,841 | D | |
| Class A Common Stock | 08/21/2017 | | M | | 15,166 | A | \$ 76.23 (2) | 33,007 | D | |
| Class A Common Stock | 08/21/2017 | | M | | 9,025 | A | \$ 77.35 (3) | 42,032 | D | |

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| | | | | | | | |
|----------------------------|------------|---|--------|---|--------------|---|---|
| Class A Common Stock | 08/21/2017 | S | 42,023 | D | \$ 105.41 | 9 | D |
| Class A Common Stock | 08/21/2017 | S | 9 | D | \$ 105.65 | 0 | 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) ⁽¹⁾ | \$ 70.5 | 08/21/2017 | | M | 17,841 | 01/01/2015 ⁽¹⁾ | 10/01/2023 | Class A Common Stock | 17,841 |
| Option (Right to Buy) ⁽²⁾ | \$ 76.23 | 08/21/2017 | | M | 15,166 | 01/01/2016 ⁽²⁾ | 09/03/2024 | Class A Common Stock | 15,166 |
| Option (Right to Buy) ⁽³⁾ | \$ 77.35 | 08/21/2017 | | M | 9,025 | 01/01/2017 ⁽³⁾ | 09/04/2025 | Class A Common Stock | 9,025 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

O'HARE MICHAEL
THE ESTEE LAUDER COMPANIES INC.
767 FIFTH AVENUE
NEW YORK, NY 10153

EVP-Global Human Resources

Signatures

Michael O'Hare, by Maureen Sladek,
attorney-in-fact

08/21/2017

__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).

Stock Options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 17,841 shares exercisable from and after January 1,
(1) 2015: 5,947 shares exercisable from and after January 1, 2015; 5,947 shares exercisable from and after January 1, 2016; and 5,947 shares exercisable from and after January 1, 2017.

Stock Options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 22,749 shares exercisable from and after January 1,
(2) 2016: 7,583 shares exercisable from and after January 1, 2016; 7,583 shares exercisable from and after January 1, 2017; and 7,583 shares exercisable from and after January 1, 2018.

Stock Options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 27,077 shares exercisable from and after January 1,
(3) 2017: 9,025 shares exercisable from and after January 1, 2017; 9,026 shares exercisable from and after January 1, 2018; and 9,026 shares exercisable from and after January 1, 2019.

(4) Not applicable.

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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