Hertzmark Hudis Jane Form 4 November 02, 2018

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

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. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Hertzmark Hudis Jane

(First)

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

ESTEE LAUDER COMPANIES

(Check all applicable)

INC [EL]

(Middle)

(Zin)

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

10/31/2018

Director X_ Officer (give title below)

10% Owner Other (specify

THE ESTEE LAUDER **COMPANIES INC., 767 FIFTH AVENUE**

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Group President

Applicable Line)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10153

Person

(State)	(Zip) Ta	d, Disposed of, o	r Beneficially	Owned				
2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	onDisposed of (Disposed of (D) (Instr. 3, 4 and 5)			6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(IIIStr. 1)	
10/31/2018		M(1)	6,936 <u>(1)</u>	A	\$ 0 (2)	52,899	D	
10/31/2018		<u>J(3)</u>	148.585 (3)	A	\$ 0 (2)	53,047.585	D	
10/31/2018		F(4)	3,771.585	D	\$ 140.8	49,276	D	
	2. Transaction Date (Month/Day/Year) 10/31/2018 10/31/2018	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) 10/31/2018	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code (Instr. 8) Code V 10/31/2018 J(3)	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 3, 4 and (Instr. 8) Code V Amount 10/31/2018	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 3, 4 and 5) Code V Amount (D) 10/31/2018	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) Code V Amount (D) Price 10/31/2018 J(3) 148.585 A \$ 0 (2)	2. Transaction Date (Month/Day/Year)	2. Transaction Date (Month/Day/Year)

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Class A Common Stock	11/02/2018	M	20,925 (5)	A	\$ 76.23	70,201	D
Class A Common Stock	11/02/2018	S	20,925 (6)	D	\$ 143.08 (6) (7)	49,276	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)

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

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. Transaction Code (Instr. 8)	orDeriv Secur Acqu or Di (D)	rities nired (A) isposed of r. 3, 4,	6. Date Exercisable at Date (Month/Day/Year)	7. Title and Ame Underlying Sect (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A: or N: of
Restricted Stock Units (Share Payout) (8)	\$ 0 <u>(2)</u>	10/31/2018		M		2,052 (9)	10/31/2018(11)	10/31/2018	Class A Common Stock	2
Restricted Stock Units (Share Payout) (8)	\$ 0 <u>(2)</u>	10/31/2018		M		2,235 (10)	10/31/2018(10)	10/31/2019	Class A Common Stock	2
Restricted Stock Units (Share Payout) (8)	\$ 0 (2)	10/31/2018		М		2,649 (11)	10/31/2018(8)(11)	11/02/2020	Class A Common Stock	2
Option (Right to Buy)	\$ 76.23	11/02/2018		M		20,925	<u>(5)</u>	09/03/2024	Class A Common Stock	2

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hertzmark Hudis Jane

THE ESTEE LAUDER COMPANIES INC.

767 FIFTH AVENUE NEW YORK, NY 10153 **Group President**

Signatures

Jane Hertzmark Hudis, by Spencer G. Smul, attorney-in-fact

11/02/2018

**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) Payout of shares upon vesting of portions of Restricted Stock Units ("RSUs") granted September 4, 2015, September 6, 2016, and September 5, 2017.
- (2) Not applicable.
- Payout of dividend shares earned upon vesting of portions of Restricted Stock Units ("RSUs") granted September 4, 2015, September 6, 2016, and September 5, 2017.
- (4) Represents the withholding of shares for tax purposes.
- Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of: 6,975 shares exercisable from and after January 1, 2016; 6,975 shares exercisable from and after January 1, 2017; and 6,975 shares exercisable from and after January 1, 2018.
- 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.
- (7) Sales prices range from \$142.74 to \$143.18 per share, inclusive.
- RSUs vest and are paid out in shares of Class A Common Stock on a one-to-one basis on the applicable vesting date. RSUs generally vest in three approximately equal installments. Upon payout, shares will be withheld to cover statutory tax obligations. RSUs are accompanied by dividend equivalent rights that will be payable in cash at the time of payout of the related shares.
- (9) RSUs from grant dated September 4, 2015.
- (10) RSUs from grant dated September 6, 2016. Assuming continued employment, RSUs will vest and be paid out as follows: 2,236 on October 31, 2019.
- (11) RSUs from grant dated September 5, 2017. Assuming continued employment, RSUs will vest and be paid out as follows: 2,649 on October 31, 2019; and 2,650 on November 2, 2020.

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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