FORESTER LYNN

Form 4

March 02, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * FORESTER LYNN

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

ESTEE LAUDER COMPANIES

(Check all applicable)

INC [EL]

(Last)

(Middle) 3. Date of Earliest Transaction

03/01/2012

(Month/Day/Year)

X_ Director Officer (give title

10% Owner Other (specify

ELR HOLDINGS, LTD., 435 EAST

(Street)

(First)

52ND STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

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

NEW YORK, NY 10022

(State) (Zip) (City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

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

5. Amount of Securities Beneficially (D) or Owned **Following**

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

Reported (A)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Class A Common

D

Stock

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

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 $4,000^{(1)}$

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

(9-02)

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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. Transacti Code (Instr. 8)	5. Number of portion of the securities of the se	.)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Units (Cash Payout)	<u>(2)</u>	03/01/2012		A	353.79 (3)		<u>(4)</u>	<u>(4)</u>	Class A Common Stock	353.79 (5)
Option (Right to Buy)	\$ 57.53 (6)						11/11/2012	11/11/2021	Class A Common Stock	4,576 <u>(6)</u>
Option (Right to Buy)	\$ 35.31 (7)						11/11/2011	11/11/2020	Class A Common Stock	10,000 (7)
Option (Right to Buy)	\$ 23.32 (8)						11/11/2010	11/11/2019	Class A Common Stock	10,000 (8)
Stock Units (Share Payout)	<u>(9)</u>						(10)	(10)	Class A Common Stock	10,344.8 (11)

Reporting Owners

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

Signatures

Lynn Forester de Rothschild, by Charles E. Reese, II,

Attorney-in-fact

**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)

Reporting Owners 2

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On January 20, 2012, the Class A Common Stock of the Issuer split 2-for-1, resulting in the Reporting Person's ownership of an additional 2,000 shares of Class A Common Stock.

- (2) 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).
- (3) Reflects grant of stock units in lieu of cash for quarterly board and committee retainers.
- (4) 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.
- On January 20, 2012, the Class A Common Stock of the Issuer split 2-for-1, resulting in the Reporting Person's ownership of 26,837.75 additional Stock Units (Cash Payout).
- Stock Options granted pursuant to the Issuer's Non-Employee Director Share Incentive Plan. This option was previously reported as covering 2,288 shares at an exercise price of \$115.06 per share, but has been adjusted in this report to reflect the 2-for-1 stock split on January 20, 2012.
- Stock Options granted pursuant to the Issuer's Non-Employee Director Share Incentive Plan. This option was previously reported as covering 5,000 shares at an exercise price of \$71.02 per share, but has been adjusted in this report to reflect the 2-for-1 stock split on January 20, 2012.
- Stock Options granted pursuant to the Issuer's Non-Employee Director Share Incentive Plan. This option was previously reported as covering 5,000 shares at an exercise price of \$46.63 per share, but has been adjusted in this report to reflect the 2-for-1 stock split on January 20, 2012.
- (9) Each stock unit (share payout) is convertible into cash equal to the value of one share of Class A Common Stock (i.e. 1:1).
- (10) The stock units (share payout) will be paid out on the first business day of the calendar year following the last date of the Reporting Person's service as a director of the Company.
- On January 20, 2012, the Class A Common Stock of the Issuer split 2-for-1, resulting in the Reporting Person's ownership of 5,172.4 additional Stock Units (Share Payout).

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.