Trower Alexandra C. Form 4

September 06, 2012 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

Symbol

Number: January 31, Expires: 2005 Estimated average

OMB APPROVAL

3235-0287

OMB

5. Relationship of Reporting Person(s) to

Issuer

burden hours per response... 0.5

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

Trower Alexandra C.

1. Name and Address of Reporting Person *

Form 4 or

obligations

Form 5

			ESTEE LAUDER COMPANIES INC [EL]				ES	(Check all applicable)			
				nte of Earliest Transaction hth/Day/Year) 14/2012				X Director 10% Owner Selection Other (specify below) below) EVP - Global Communications			
NEW YOR	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) ORK, NY 10153						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative	Securi	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution	med on Date, if Day/Year)	Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed	of (D)	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)	
Class A Common Stock								11,740	D		
Class A Common Stock	09/04/2012			A(1)	16,932 (1)	A	\$ 0	28,672	D		
Class A Common Stock	09/04/2012			F(2)	8,521	D	\$ 59.67	20,151	D		

Edgar Filing: Trower Alexandra C. - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/	xpiration Date		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)	\$ 59.78	09/04/2012		A	39,823	(3)	09/04/2022	Class A Common Stock	39,823	
Restricted Stock Units (Share Payout)	\$ 0	09/04/2012		A	7,361	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	7,361	

Reporting Owners

Reporting Owner Name / Address	Keiauonsinps						
	Director	10% Owner	Officer	Other			
Trower Alexandra C. THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153	X		EVP - Global Communications				

Signatures

Alexandra C. Trower, by Spencer G. Smul, 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) Reflects payout of Performance Share Units ("PSUs") granted to Reporting Person on September 2, 2009. Aggregate target payout for the opportunities was 11,288 shares of Class A Common Stock.

Reporting Owners 2

Edgar Filing: Trower Alexandra C. - Form 4

- (2) Represents the withholding of shares for tax purposes in connection with the payout of the PSUs.
- (3) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 13,274 shares exercisable from and after January 1, 2014; 13,274 shares exercisable from and after January 1, 2015; and 13,275 shares exercisable from and after January 1, 2016.
 - Assuming continued employment, the Restricted Stock Units granted on September 4, 2012 will vest and be paid out as follows: 2,453 on October 31, 2013; 2,454 on October 31, 2014; and 2,454 on October 31, 2015. Assuming continued employment, the Restricted Stock Units held by the Reporting Person will vest and be paid out as follows: 11,196 on October 31, 2012; 9,885 on October 31, 2013; 5,512
- on October 31, 2014; and 2,454 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.

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.