1992 GRAT REMAINDER TRUST FBO WILLIAM LAUDER

Form 4

February 19, 2013

FORM 4

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

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

OMB APPROVAL

Form 5 obligations may continue. See Instruction

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

Applicable Line)

Person

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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 1992 GRAT REMAINDER TRUST FBO WILLIAM LAUDER		ER TRUST	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) 767 FIFTH A	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2013	DirectorX 10% Owner Officer (give titleX Other (specify below) Trust with Insider Trustee	
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check	

Filed(Month/Day/Year)

NEW YORK, NY 10153

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acq	uired, Disposed	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			of (D)	5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Class A Common Stock	02/14/2013		S(1)	50,000 (2)	D	\$ 63.38 (2) (3)	518,662	D (4) (5) (6)	
Class A Common Stock	02/15/2013		S <u>(1)</u>	48,000 (2)	D	\$ 63.58 (2) (7)	470,662	D (4) (5) (6)	
Class A Common Stock	02/15/2013		S <u>(1)</u>	2,000 (2)	D	\$ 64.07 (2) (8)	468,662	D (4) (5) (6)	
Class A Common							486,489	D (9)	

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Class A Common Stock	10,468	I (10)	by children of WPL
Class A Common Stock	24,360	I (5) (6) (11)	WPL is a trustee of the GML GRAT Remainder Trust

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)

8. Prio Deriv Secur (Instr.

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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8 1 5 ()
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	(12)					<u>(12)</u>	(12)	Class A Common Stock	1,268,304	
Class B Common Stock	(12)					(12)	<u>(12)</u>	Class A Common Stock	6,525,600	
Class B Common Stock	(12)					(12)	(12)	Class A Common Stock	45,740	

Reporting Owners

Reporting Owner Name / Address		ips	
	Director	Officer	Other

Reporting Owners 2

10% Owner 1992 GRAT REMAINDER TRUST FBO Trust with Insider **WILLIAM LAUDER** X 767 FIFTH AVENUE Trustee NEW YORK, NY 10153 Lauder William P C/O THE ESTEE LAUDER COMPANIES INC. Executive X X 767 FIFTH AVENUE Chairman NEW YORK, NY 10153 LAUDER GARY M

Signatures

767 FIFTH AVENUE

NEW YORK, NY 10153

1992 GRAT Remainder Trust F/B/O William Lauder, by Spencer G. Smul,
Attorney-in-fact

**Signature of Reporting Person

Date

William P. Lauder, by Spencer G. Smul, Attorney-in-fact 02/19/2013

**Signature of Reporting Person Date

X

Gary M. Lauder, by Spencer G. Smul, Attorney-in-fact

02/19/2013 Date

**Signature of Reporting Person

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) WPL GRAT Remainder Trust sold shares of Class A Common Stock pursuant to a plan intended to comply with Rule 10b5-1(c), previously entered into on May 21, 2012.
- 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 WPL GRAT Remainder Trust undertakes to provide 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.
- (3) Sales prices in the range from \$62.84 to \$63.60 per share, inclusive.
- Owned by WPL GRAT Remainder Trust directly. Owned by each of William P. Lauder (WPL) and Gary M. Lauder (GML), indirectly, as a trustee of the WPL GRAT Remainder Trust.
- (5) WPL disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.
- (6) GML disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.
- (7) Sales prices in the range from \$62.99 to \$63.98 per share, inclusive.
- (8) Sales prices in the range from \$63.99 to \$64.10 per share, inclusive.
- (9) Owned by WPL directly.
- (10) Owned by WPL indirectly, in custody for his children.
- (11) Owned by GML GRAT Remainder Trust directly. Owned by each of WPL and GML, indirectly, as a trustee of the GML GRAT Remainder Trust.

Signatures 3

There is no exercise or conversion price for the Class B Common Stock. Shares of Class B Common Stock (i) may be converted immediately on a one-for-one basis by the holder into shares of Class A Common Stock and (ii) are automatically converted into Class

(12) A Common Stock on a one-for-one basis upon transfer to a person or entity that is not a "Permitted Transferee" (as defined in the Issuer's Restated Certificate of Incorporation) or soon after a record date for a meeting of stockholders where the outstanding Class B Common Stock constitutes less than 10% of the outstanding shares of Common Stock of the Issuer.

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.