#### ESTEE LAUDER COMPANIES INC

Form 4

September 05, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

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Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

Section 16.

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).

(Last)

**AVENUE** 

(Print or Type Responses)

1. Name and Address of Reporting Person \* TRAVIS TRACEY THOMAS

2. Issuer Name and Ticker or Trading

Symbol

**ESTEE LAUDER COMPANIES** 

5. Relationship of Reporting Person(s) to

Issuer

INC [EL]

(Check all applicable)

EVP & CFO

3. Date of Earliest Transaction (First) (Middle)

> (Month/Day/Year) 09/03/2014

Director 10% Owner X\_ Officer (give title Other (specify below)

**COMPANIES INC., 767 FIFTH** 

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

6. Individual or Joint/Group Filing(Check

NEW YORK, NY 10153

THE ESTEE LAUDER

(City) (State) (Zip)

(Street)

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 (Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

Reported Transaction(s)

(A) Code V Amount (D) Price

(Instr. 3 and 4)

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

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

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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 orDerivative 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)	\$ 76.23	09/03/2014		A	45,848		<u>(1)</u>	09/03/2024	Class A Common Stock	45,848
Restricted Stock Units (Share Payout)	\$ 0 (2)	09/03/2014		A	14,692		<u>(3)</u>	<u>(3)</u>	Class A Common Stock	14,692

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

TRAVIS TRACEY THOMAS THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153

**EVP & CFO** 

## **Signatures**

Tracey Thomas Travis, by Maureen Sladek, attorney-in-fact

09/05/2014

\*\*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) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 15,282 shares exercisable from and after January 1, 2016; 15,283 shares exercisable from and after January 1, 2017; and 15,283 shares exercisable from and after January 1, 2018.
- (2) Not applicable. Restricted Stock Units vest and are paid out in shares of Class A Common Stock on a one-to-one basis on the applicable vesting date.

Assuming continued employment, the Restricted Stock Units granted on September 3, 2014 will vest and be paid out as follows: 4,897 on November 2, 2015; 4,897 on October 31, 2016; and 4,898 on October 31, 2017. Assuming continued employment, the Restricted Stock Units held by the Reporting Person will vest and be paid out as follows: 15, 144 on October 31, 2014; 20,042 on November 2, 2015;

(3) Units held by the Reporting Person will vest and be paid out as follows: 15,144 on October 31, 2014; 20,042 on November 2, 2015; 10,005 on October 31, 2016; and 4,898 on October 31, 2017. 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.

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