## Edgar Filing: MOSS SARA E - Form 4

Form 4											
September 22, 2	1	STATES	SECUI	RITIES A	AND EX	CHANGI	E COMMISSION		PPROVAL 3235-0287		
Check this bo		Washington, D.C. 20549									
if no longer subject to Section 16. Form 4 or		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 30(h) of the Investment Company Act of 1940							Expires: 2009 Estimated average burden hours per response 0.5		
Form 5 obligations may continue <i>See</i> Instruction 1(b).	Section 17										
(Print or Type Resp	onses)										
1. Name and Address of Reporting Person <u>*</u> MOSS SARA E			2. Issuer Name <b>and</b> Ticker or Trading Symbol ESTEE LAUDER COMPANIES			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
			INC [EL]								
(Last) THE ESTEE L COMPANIES AVENUE	AUDER	Middle) FTH		of Earliest Tr Day/Year) 2006	ransaction		Director X Officer (giv below) Exec. VP,				
			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
NEW YORK, N	NY 10153						Person		epotting		
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	Acquired, Disposed o	of, or Beneficia	lly Owned		
	2. Transaction Date 2A. Deem (Month/Day/Year) Execution any (Month/D		Date, if TransactionAcquired (A) or Code Disposed of (D) ay/Year) (Instr. 8) (Instr. 3, 4 and 5) (A)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	or (D) Price	(Instr. 3 and 4)				
Reminder: Report of	on a separate lin	e for each cla	ass of sec	urities benef	ficially ow	ned 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. Transactio Code (Instr. 8)	TransactionDerivative Code Securities		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)	\$ 39.56	09/20/2006		А	25,000		<u>(1)</u>	09/20/2016	Class A Common Stock	25,000
Restricted Stock Units (Share Payout)	\$ 0	09/20/2006		A	4,578		(2)	(2)	Class A Common Stock	4,578

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
MOSS SARA E THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153			Exec. VP, Gen. Counsel & Secty				
Signatures							
Sara E. Moss, by Charles E. Reese, II, attorney-in-fact		09/22/2	2006				
<b>**</b> Signature of Reporting Person		Date	,				
Explanation of Deepenso	~ .						

## **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 8,333 shares exercisable from and after January 1, 2008; 8,333 shares exercisable from and after January 1, 2009; 8,334 shares exercisable from and after January 1, 2010.

Assuming continued employment, the restricted stock units will vest and be paid out as follows: 1,526 on October 31, 2007, 1,526 on October 31, 2008, and 1,526 on November 2, 2009, or in each case the first day thereafter that shares may be sold pursuant to company policy. 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

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