

ESTEE LAUDER COMPANIES INC
Form 4
March 12, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LAUDER LEONARD A

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) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

THE ESTEE LAUDER COMPANIES INC., 767 FIFTH AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10153

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	03/10/2008		M ⁽¹⁾		33,300	A	\$ 34.8438
					4,064,969		D ⁽¹⁾
Class A Common Stock	03/10/2008		S ⁽¹⁾		33,300 ⁽²⁾	D	\$ 44.0365 ⁽²⁾
					4,031,669		D ⁽¹⁾
Class A Common Stock	03/11/2008		M ⁽¹⁾		33,800	A	\$ 34.8438
					4,064,969		D ⁽¹⁾

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Class A Common Stock	03/11/2008		S ⁽¹⁾	33,800 <u>(2)</u>	D	\$ 44.3988 <u>(2)</u>	4,031,669	D	⁽¹⁾ <u>(6)</u>	
Class A Common Stock							2,726,802	I		by LAL Family Partners L.P. <u>(6)</u>
Class A Common Stock							390,000	I		By Evelyn H. Lauder <u>(6)</u>

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative 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 Underlying Securities (Instr. 3 and 4)	Amount Number Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option (Right to Buy)	\$ 34.8438	03/10/2008		M ⁽¹⁾	33,300	01/01/2002 ⁽³⁾	07/01/2008	Class A Common Stock	33,
Option (Right to Buy)	\$ 34.8438	03/11/2008		M ⁽¹⁾	33,800	01/01/2002 ⁽³⁾	07/01/2008	Class A Common Stock	33,
Class B Common Stock	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Class A Common Stock	42,70
Class B Common Stock	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Class A Common Stock	40,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAUDER LEONARD A THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153	X	X	Chairman	
LAUDER EVELYN H THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153			Sr. Corporate Vice President	

Signatures

Leonard A. Lauder, by Charles E. Reese, II,
Attorney-in-fact

03/12/2008

**Signature of Reporting Person

Date

Evelyn H. Lauder, by Charles E. Reese, II,
Attorney-in-fact

03/12/2008

**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).

- Leonard A. Lauder ("LAL") exercised stock options and sold the underlying shares of Class A Common Stock pursuant to a plan intended to comply with Rule 10b5-1(c), previously entered into on September 5, 2007 and amended on November 12, 2007. LAL's direct and indirect holdings are set forth in Exhibit 99.1(b).
- (1) intended to comply with Rule 10b5-1(c), previously entered into on September 5, 2007 and amended on November 12, 2007. LAL's direct and indirect holdings are set forth in Exhibit 99.1(b).
 - (2) See Exhibit 99.1(a).
 - (3) The options exercised by LAL were part of a grant of options that became exercisable in three tranches in respect of 333,334 on January 1, 2002, 333,334 on January 1, 2003, and 333,332 on January 1, 2004.
 - (4) Not applicable.
- There is no exercise or conversion price for the Class B Common Stock. Shares of Class B Common Stock may be converted immediately on a one-for-one basis by the holder and are automatically converted into Class A Common Stock on a one-for-one basis upon transfer to a person or entity that is not a "Permitted Transferee" 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.
- (5) upon transfer to a person or entity that is not a "Permitted Transferee" 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.
 - (6) See Exhibit 99.1(b).

Remarks:

See Exhibits 24.1, 24.2, 99.1 and 99.2 incorporated herein by reference.

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.