

ESTEE LAUDER COMPANIES INC
Form 4
September 06, 2013

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 *
Freda Fabrizioo

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)
09/04/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	09/04/2013		A ⁽¹⁾	64,566 ⁽¹⁾	A \$ 0	102,115	D
Class A Common Stock	09/04/2013		F ⁽²⁾	33,875	D \$ 67.3	68,240	D
Class A Common Stock	09/06/2013		S	30,961	D \$ 67.35 ⁽³⁾ 67.35 ⁽⁴⁾	37,549	D

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- 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 Reporting Person undertakes to provide to 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)
 - (4) Sales prices range from \$67.01 to \$67.66 per share, inclusive.
 - (5) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 39,079 shares exercisable from and after January 1, 2015; 39,080 shares exercisable from and after January 1, 2016; and 39,080 shares exercisable from and after January 1, 2017.
 - (6) 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 4, 2013 will vest and be paid out as follows: 13,930 on October 31, 2014; 13,930 on November 2, 2015; and 13,930 on October 31, 2016. Assuming continued employment, the Restricted Stock Units held by the Reporting Person will vest and be paid out as follows: 38,768 on October 31, 2013; 38,350 on October 31, 2014; 25,257 on November 2, 2015; 13,930 on October 31, 2016; 32,552 on June 30, 2015; 32,552 on June 30, 2016; and 32,552 on June 30, 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.
- (7)

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