

Demsey John
Form 4
January 03, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Demsey John

2. Issuer Name and Ticker or Trading Symbol
ESTEE LAUDER COMPANIES INC [EL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

THE ESTEE LAUDER COMPANIES INC., 767 FIFTH AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2019

NEW YORK, NY 10153

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V | Amount (A) or (D) Price | | |
| Class A Common Stock | 01/02/2019 | | | M | 27,525 A \$ 77.35 (1) | D | |
| Class A Common Stock | 01/02/2019 | | | M | 26,778 A \$ 89.47 (2) | D | |
| Class A Common Stock | 01/02/2019 | | | S(3) | 2,000 (4) D \$ 129.96 (4) (5) | D | |

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| | | | | | | | |
|----------------------------|------------|------------------|----------------------|---|--------------|---------------------------------|---|
| Class A Common Stock | 01/02/2019 | S ⁽³⁾ | 24,512 <u>(4)</u> | D | \$ 131.19 | 27,791 <u>(4)</u> <u>(6)</u> | D |
| Class A Common Stock | 01/02/2019 | S ⁽³⁾ | 27,791 <u>(4)</u> | D | \$ 131.85 | 0 <u>(4)</u> <u>(7)</u> | D |

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)

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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|
| Option (right to buy) | \$ 77.35 | 01/02/2019 | | M | 27,525 | 01/01/2017 ⁽¹⁾ 09/04/2025 | Class A Common Stock | 27,525 |
| Option (right to buy) | \$ 89.47 | 01/02/2019 | | M | 26,778 | 01/01/2018 ⁽²⁾ 09/06/2026 | Class A Common Stock | 26,778 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Demsey John
THE ESTEE LAUDER COMPANIES INC.
767 FIFTH AVENUE
NEW YORK, NY 10153

Group President

Signatures

John Demsey, by Maureen Sladek,
attorney-in-fact

01/03/2019

__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 27,524 shares exercisable from and after January 1, 2017; 27,525 shares exercisable from and after January 1, 2018; 27,525 shares exercisable from and after January 1, 2019.

(2) Stock Options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 26,778 shares exercisable from and after January 1, 2018; 26,778 shares exercisable from and after January 1, 2019; 26,778 shares exercisable from and after January 1, 2020.

(3) The sales of the shares of Class A Common Stock were made pursuant to a Rule 10b5-1(c) plan entered into on February 27, 2017.

The number of securities reported represents an aggregated 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.

(4) Sales prices range from \$129.55 to \$130.52.

(5) Sales prices range from \$130.57 to \$131.56.

(6) Sales prices range from \$131.58 to \$132.35.

(7) Not Applicable

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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