

ESTEE LAUDER COMPANIES INC

Form 4

February 04, 2003

**FORM 4**

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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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

Filed By Romeo & Dye's Instant Form 4 Filer  
www.section16.net

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol <b>The Estee Lauder Companies Inc., EL</b>				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<b>1992 Leoanrd A. Lauder, GRAT <sup>(1)</sup></b>  (Last) (First) (Middle)		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year <b>January 31, 2003</b>		<input type="checkbox"/> Director — <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> <b>X</b> <input type="checkbox"/> Other (specify below) <u><b>Trust with Insider</b></u> <u><b>Trustee</b></u>				
<b>The Estee Lauder Companies Inc.</b> <b>767 Fifth Avenue</b>  (Street)				5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person				
New York, NY 10153  (City) (State) (Zip)		<b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>								
1. Title of Security (Instr. 3)	2. Trans-action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Trans-action Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Owner-ship 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	01/31/03		J <sup>(2)</sup>	V	218,900	D		2,136,882 <sup>(3)</sup>	D	By the GRAT
Class A Common Stock	01/31/03		J <sup>(4)</sup>	V	218,900	A		5,369,169 <sup>(5)</sup>	D	By LAL
Class A Common Stock								1,187,700	I	By EL 2001 Charitable Trust
Class A Common Stock								3,579,302	I	By LAL Family Partners
Class A Common Stock								15,384	I	By Lauder & Sons L.P.
Class A Common Stock								390,000	I	By his EHL

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) 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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

(1) The full name of the Reporting Person is "The 1992 Leonard A. Lauder Grantor Retained Annuity Trust" (the "GRAT"). Designated filer on behalf of: (a) the GRAT, a ten percent owner of the issuer; (b) Leonard A. Lauder ("LAL"), grantor of the GRAT, Chairman of the Board of Directors and a ten percent owner of the issuer; (c) Evelyn H. Lauder ("EHL") (who is the wife of LAL), an Executive Officer (Senior Corporate Vice President) of the issuer; (d) William P. Lauder ("WPL"), Trustee of the GRAT, a Director, an Executive Officer (Chief Operating Officer), and a ten percent owner of the issuer; and (e) Gary M. Lauder ("GML"), Trustee of the GRAT and a ten percent owner of the issuer.

(2) As reported on the front of the first page of this Form 4, on January 31, 2003, the GRAT distributed 218,900 shares of Class A Common Stock to LAL, the grantor of the GRAT, in connection with the annuity. After these transactions, the amounts of Class A Common Stock beneficially owned by: (a) the GRAT includes 2,136,882 shares held directly and no shares held indirectly (does not include the ownership of 3,829,216 shares of Class B Common Stock, which are convertible into a like number of shares of Class A Common Stock); (b) LAL includes: (i) 5,369,169 shares held directly; (ii) 10,188,803 shares of Class B Common Stock as Co-Trustee and beneficiary of The Estee Lauder 2002 Trust, which are convertible into a like number of shares of Class A Common Stock; (iii) 2,136,882 shares held indirectly as grantor of the GRAT (see (a) above regarding Class B shares); (iv) 3,579,302 shares indirectly as the sole individual general partner of the LAL Family Partners L.P. and the majority stockholder of LAL Family Corporation, which is the sole general partner of LAL Family Partners L.P. (a limited partnership of which LAL has sole voting and investment power) (does not include the ownership of 42,705,540 shares of Class B Common Stock, which are convertible into a like number of shares of Class A Common Stock); (v) 15,384 shares indirectly as a general partner of Lauder & Sons L.P. (LAL is also a trustee of The 1995 Estee Lauder LAL Trust, which is also a general partner of Lauder & Sons L.P.) (does not include the ownership of 3,846,154 shares of Class B Common Stock, which are convertible into a like number of shares of Class A Common Stock); (vi) 2,136,882 shares of Class A Common Stock as Co-Trustee and beneficiary of The Estee Lauder 2001 Charitable Trust; and (vii) 390,000 shares indirectly which are held by his wife, EHL. LAL disclaims beneficial ownership of the shares in clauses (b) (ii), (iii), (v) and (vi) to the extent he does not have a pecuniary interest in such securities and he disclaims beneficial ownership of the shares in clauses (b) (vii) owned by his wife. (c) EHL includes: (i) 390,000 shares held directly; (ii) 5,369,169 held directly by her husband, LAL; and 6,919,658 shares held indirectly by her husband, LAL (see (b) (ii), (iii) and (v) above regarding Class B Shares). EHL disclaims beneficial ownership of securities owned directly and indirectly by her husband, LAL. (d) WPL includes: (i) 1,168,240 shares held directly (does not include ownership of 2,264,038 shares of Class B Common Stock, which are convertible into a like number of shares of Class A Common Stock); 5,234 shares held indirectly by his children (does not include 22,870 shares of Class B Common Stock, which are convertible to a like number of shares of Class A Common Stock); and (iii) 2,136,882 shares held indirectly by the GRAT (see (a) above regarding Class B shares). WPL disclaims beneficial ownership of securities owned by his children and by the GRAT to the extent that he does not have a pecuniary interest in such securities. (e) GML includes: (i) 70,375 shares held directly; (ii) 2,136,882 shares indirectly by the GRAT (see (a) above regarding Class B shares); and 833,454 shares held indirectly by The Gary M. Lauder Revocable Trust u/a/d as of August 10, 2000, Gary M. Lauder, Settlor (the "GML Revocable Trust"). GML disclaims beneficial ownership of securities owned by the GRAT or The GML Revocable Trust to the extent that he does not have a pecuniary interest in such securities.

(3) See note 2 (a) above.

(4) See note 2 above.

(5) See note 2(b) above.

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By: /s/ **Spencer G. Smul**  
**William P. Lauder, Trustee, by Spencer G. Smul,**  
**Attorney-in-Fact**  
\*\*Signature of Reporting Person

**February 3, 2003**  
Date

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
If space is insufficient, See Instruction 6 for procedure.

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 Number.

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Joint Filer Information

Name: Leonard A. Lauder  
Address: The Estee Lauder Companies Inc.  
767 Fifth Avenue  
New York, NY 10153  
Designated Filer: The 1992 Leonard A. Lauder Grantor Retained Annuity Trust  
Issuer and Ticker Symbol: The Estee Lauder Companies Inc. (EL)  
Date of Event Requiring Statement: 01/31/2003

Signature: /s/ Spencer G. Smul  
Spencer G. Smul  
Attorney-in-fact

Name: Evelyn H. Lauder  
Address: The Estee Lauder Companies Inc.  
767 Fifth Avenue  
New York, NY 10153  
Designated Filer: The 1992 Leonard A. Lauder Grantor Retained Annuity Trust  
Issuer and Ticker Symbol: The Estee Lauder Companies Inc. (EL)  
Date of Event Requiring Statement: 01/31/2003

Signature: /s/ Spencer G. Smul  
Spencer G. Smul  
Attorney-in-fact

Name: William P. Lauder  
Address: The Estee Lauder Companies Inc.  
767 Fifth Avenue  
New York, NY 10153  
Designated Filer: The 1992 Leonard A. Lauder Grantor Retained Annuity Trust  
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Signature: /s/ Spencer G. Smul  
Spencer G. Smul  
Attorney-in-fact

Name: Gary M. Lauder  
Address: ICTV Inc.  
14600 Winchester Boulevard  
Los Gatos, CA 95030  
Designated Filer: The 1992 Leonard A. Lauder Grantor Retained Annuity Trust  
Issuer and Ticker Symbol: The Estee Lauder Companies Inc. (EL)  
Date of Event Requiring Statement: 01/31/2003

Signature: /s/ Spencer G. Smul  
Spencer G. Smul  
Attorney-in-fact

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POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby  
constitutes and appoints each of Paul E. Konney, Spencer G. Smul, Moira A. Pastre, Nancy M. Loud

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an offi
- (2) do and perform any and all acts for and on behalf of the undersigned which may be nece
- (3) take any other action of any type whatsoever in connection with the foregoing which, i

The undersigned hereby grants to each such attorney-in-fact full power and authority to  
This Power of Attorney shall remain in full force and effect until the undersigned is n

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3

Signature: /s/ William P. Lauder

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby  
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Signature: /s/ Leonard A. Lauder

POWER OF ATTORNEY

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Know all by these presents, that the undersigned hereby  
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Signature: /s/ Evelyn H. Lauder