Freda Fabrizio Form 4 July 10, 2012

## FORM 4

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

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 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)

(Last)

(City)

1. Name and Address of Reporting Person \* Freda Fabrizio

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

**ESTEE LAUDER COMPANIES** INC [EL]

3. Date of Earliest Transaction

(Month/Day/Year) 07/09/2012

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

President and CEO

10% Owner Other (specify

OMB

Number:

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**OMB APPROVAL** 

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January 31,

2005

0.5

THE ESTEE LAUDER

**COMPANIES INC., 767 FIFTH AVENUE** 

(Street)

(State)

(First)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_\_ Director

X\_ Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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

NEW YORK, NY 10153

		1401	able 1 Troit Bettvative Securities required, Disposed of, of Beneficiary Owned						
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquired on(A) or Disposed of (D)			5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	,	any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and 5)			Beneficially Owned	Form: Direct (D) or	Beneficial Ownership
		, ,		(A) or			Following Indirect (I) Reported (Instr. 4) Transaction(s)	` '	(Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Class A Common Stock	07/09/2012		S(5)	33,729	D	\$ 53.16 (1) (2)	16,157 <u>(3)</u>	D	
Class A Common Stock	07/09/2012		S(5)	5,817	D	\$ 54.38 (2) (4)	10,340 (3)	D	

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

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	٥
Derivative Conversion		(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	]
	Derivative		•		Securities			(Instr.	3 and 4)		(
	Security				Acquired			`			]
	J				(A) or						]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
					.,						
									Amount		
						Date	Expiration		or		
							Date	little IN	Number		
									of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

07/10/2012

Date

President and CEO

Freda Fabrizio

THE ESTEE LAUDER COMPANIES INC.

767 FIFTH AVENUE

NEW YORK, NY 10153

**Signatures** 

Fabrizio Freda, by Spencer G. Smul, attorney-in-fact

\*\*Signature of Reporting Person

**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).

X

- (1) Sales prices range from \$52.74 to \$53.71 per share, inclusive.
- 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.

The Reporting Person also has stock options to purchase at various prices 920,524 shares of the Company's Class A Common Stock, 469,160 of which are currently exercisable. In addition, the Reporting Person currently has restricted stock units in respect of 87,586

(3) shares of Class A Common Stock expected to vest at various times through October 2014 and a Market Share Unit that may payout as many as 320,000 shares of Class A Common Stock depending upon performance of the Company's Class A Common Stock on the New York Stock Exchange during the 20 trading days ending June 30, 2014.

(4) Sales prices range from \$53.76 to \$54.56 per share, inclusive.

Reporting Owners 2

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(5) The sale of the shares of Class A Common Stock were made pursuant to a plan intended to comply with Rule 10b5-1(c), previously entered into on December 8, 2011.

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