1992 GRAT REMAINDER TRUST FBO WILLIAM LAUDER

Form 4

August 27, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5

obligations may continue. See Instruction 1(b).

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 * 1992 GRAT REMAINDER TRUST FBO WILLIAM LAUDER

2. Issuer Name and Ticker or Trading Symbol

ESTEE LAUDER COMPANIES INC [EL]

(Middle) (Last) (First)

767 FIFTH AVENUE,

(Street)

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

08/23/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

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January 31,

2005

0.5

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Number:

Expires:

response...

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

Trust with Insider Trustee

6. Individual or Joint/Group Filing(Check

Applicable Line) Form filed by One Reporting Person

X Form filed by More than One Reporting

NEW YORK, NY 10153

- · · · · · · · · · · · · · · · · · · ·				Person						
	(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acq	uired, Disposed o	of, or Beneficia	ally Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4	sposed	of (D)	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)
	Class A Common Stock							753,277	D (1) (2) (3)	
	Class A Common Stock	08/23/2012		S(4)	3,513 (5)	D	\$ 60.02 (5) (6)	749,764	D (1) (2) (3)	
	Class A Common Stock	08/24/2012		S(4)	80,000 (5)	D	\$ 60.07 (5) (7)	669,764	D (1) (2) (3)	
	Class A Common							225,176	D (8)	

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Class A Common Stock	10,468	I (9)	by children of WPL
Class A Common Stock	24,360	I (2) (3) (10)	WPL is a trustee of the GML GRAT Remainder Trust

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)

8. Prio Deriv Secur (Instr.

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(11)					<u>(11)</u>	<u>(11)</u>	Class A Common Stock	1,268,304
Class B Common Stock	(11)					<u>(11)</u>	(11)	Class A Common Stock	6,525,600
Class B Common Stock	(11)					(11)	(11)	Class A Common Stock	45,740

Reporting Owners

Reporting Owner Name / Address	Relationships

Director Officer Other

Reporting Owners 2

10% Owner

1992 GRAT REMAINDER TRUST FBO

WILLIAM LAUDER Trust with Insider X 767 FIFTH AVENUE Trustee

NEW YORK, NY 10153

Lauder William P

C/O THE ESTEE LAUDER COMPANIES INC. Executive X X 767 FIFTH AVENUE Chairman

NEW YORK, NY 10153

LAUDER GARY M 767 FIFTH AVENUE

NEW YORK, NY 10153

Signatures

1992 GRAT Remainder Trust F/B/O William Lauder, by Spencer G. Smul,

Attorney-in-fact 08/27/2012

> **Signature of Reporting Person Date

X

William P. Lauder, by Spencer G. Smul, Attorney-in-fact

08/27/2012

**Signature of Reporting Person

Date

Gary M. Lauder, by Spencer G. Smul, Attorney-in-fact

08/27/2012

**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).
- Owned by WPL GRAT Remainder Trust directly, Owned by each of William P. Lauder (WPL) and Gary M. Lauder (GML), indirectly, **(1)** as a trustee of the WPL GRAT Remainder Trust.
- **(2)** WPL disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.
- GML disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities. **(3)**
- WPL GRAT Remainder Trust sold shares of Class A Common Stock pursuant to a plan intended to comply with Rule 10b5-1(c), **(4)** previously entered into on November 23, 2011.
- 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 WPL GRAT Remainder Trust undertakes to provide the staff **(5)** 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.
- **(6)** Sales prices in the range from \$60.00 to \$60.11 per share, inclusive.
- **(7)** Sales prices in the range from \$60.00 to \$60.23 per share, inclusive.
- Owned by WPL directly. **(8)**
- Owned by WPL indirectly, in custody for his children.
- Owned by GML GRAT Remainder Trust directly. Owned by each of WPL and GML, indirectly, as a trustee of the GML GRAT (10)Remainder Trust.

(11)

Signatures 3

There is no exercise or conversion price for the Class B Common Stock. Shares of Class B Common Stock (i) may be converted immediately on a one-for-one basis by the holder into shares of Class A Common Stock and (ii) 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" (as defined in the Issuer's Restated Certificate of Incorporation) 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.

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.