Freda Fabrizio Form 4 November 16, 2011

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

**OMB** Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

**OMB APPROVAL** 

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

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

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

**ESTEE LAUDER COMPANIES** INC [EL]

(Check all applicable)

President and CEO

(Middle)

(Zip)

3. Date of Earliest Transaction (Month/Day/Year) 11/14/2011

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify below)

THE ESTEE LAUDER **COMPANIES INC., 767 FIFTH** 

**AVENUE** 

(City)

(Last)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_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

Table 1 - Non-Delivative Securities Acquired, Disposed of, or Deficiently								y 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) ror Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Class A Common Stock	11/14/2011		S(1)	2,337	D D	\$ 114.02 \(\frac{(2)}{2}\)\(\frac{(5)}{2}\)	47,070 <u>(6)</u>	D	
Class A Common Stock	11/14/2011		S(1)	30,579	D	\$ 115.29 (3) (5)	16,491 <u>(6)</u>	D	
Class A Common Stock	11/14/2011		S(1)	11,321	D	\$ 115.78 (4) (5)	5,170 (6)	D	

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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)

> 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. Title	e and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amour	nt of	Derivative	
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	<b>;</b>		Securities		(Instr. 5)	
		Derivative			Securities				(Instr.	3 and 4)		
Security						Acquired						
						(A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
										Amount		
										or		
							Date Expiration		Number			
							Exercisable	Date		of		
					Code V	(A) (D)				Shares		
					Couc v	(II) $(D)$				Dilaics		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Freda Fabrizio THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153

X

President and CEO

# **Signatures**

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

11/16/2011

\*\*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) 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 May 9, 2011.
- (2) Sales prices range from \$113.47 to \$114.44 per share, inclusive.
- (3) Sales prices range from \$114.52 to \$115.51 per share, inclusive.
- (4) Sales prices range from \$115.52 to \$116.43 per share, inclusive.

(5)

Reporting Owners 2

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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.

The Reporting Person also has stock options to purchase at various prices 560,262 shares of the Company's Class A Common Stock of which options in respect of 175,767 are currently exercisable. In addition, the Reporting Person currently has restricted stock units in

(6) respect of 83,594 shares of Class A Common Stock expected to vest at various times through October 2014 and a Market Share Unit that may pay out as many as 160,000 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.

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.