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ESTEE LAUDER COMPANIES INC

Form 4

September 06, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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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 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Lauder William P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ESTEE LAUDER COMPANIES

(Check all applicable)

Executive Chairman

INC [EL]

09/04/2013

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

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10036

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially (D) or Owned

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Code V (D) Price Amount

15,851 D

(A)

(Instr. 3 and 4)

Transaction(s)

Following

Reported

D

Common 09/04/2013 Stock

09/04/2013

32,283 $A^{(1)}$

 $F^{(2)}$

\$0 A 518,772

> 502,921 D

Stock

(Instr. 3)

Class A

Class A Common

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

(Month/Day/Year)

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SEC 1474 (9-02)

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displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 67.3	09/04/2013		A	34,739	<u>(3)</u>	09/04/2023	Class A Common Stock	34,739
Restricted Stock Units (Share Payout)	\$ 0 (4)	09/04/2013		A	12,382	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	12,382

Relationshins

Other

Reporting Owners

Reporting Owner Name / Address	Kelationships					
	Director	10% Owner	Officer	(
Lauder William P THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVE. NEW YORK, NY 10036	X	X	Executive Chairman			

Signatures

William P. Lauder, by Maureen Sladek, Attorney-in-fact 09/06/2013

**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) Reflects payout of Performance Share Units ("PSUs") granted to Reporting Person on September 15, 2010. Aggregate target payout for the opportunities was 21,522 shares of Class A Common Stock.
- (2) Represents the withholding of shares for tax purposes in connection with the payout of the PSUs.
- (3) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 11,579 shares exercisable from and after January 1, 2015; 11,580 shares exercisable from and after January 1, 2016; and 11,580 shares exercisable from and after January 1, 2017.

Reporting Owners 2

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- (4) Not applicable. Restricted Stock Units vest and are paid out in shares of Class A Common Stock on a one-to-one basis on the applicable vesting date.
 - Assuming continued employment, the Restricted Stock Units granted on September 4, 2013 will vest and be paid out as follows: 4,127 on October 31, 2014; 4,127 on November 2, 2015; and 4,128 on October 31, 2016. Assuming continued employment, the Restricted Stock
- (5) Units held by the Reporting Person will vest and be paid out as follows: 17,387 on October 31, 2013; 14,340 on October 31, 2014; 7,612 on November 2, 2015; and 4,128 on October 31, 2016. Upon payout, shares will be withheld to cover minimum statutory tax obligations. Restricted Stock Units are accompanied by dividend equivalent rights that will be payable in cash at the time of payout of the related shares.

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.