### Edgar Filing: ESTEE LAUDER COMPANIES INC - Form 4

ESTEE LAUDER COMPANIES INC Form 4 September 06, 2013

FORM	ГЛ							OMB A	PPROVAL	
	UNITED S	STATES SECU W	RITIES A ashington,			NGE C	COMMISSION	OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 o	<ul> <li><sup>ger</sup> STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</li> <li>6. SECURITIES</li> </ul>							Expires: Estimated a burden hou response		
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 I	Responses)									
PROUVE CEDRIC Symbol				Ticker or		-	5. Relationship of Reporting Person(s) to Issuer			
			ESTEE LAUDER COMPANIES INC [EL]				(Check all applicable)			
(Last)	(First) (M		of Earliest Tı Day/Year)	ransaction			Director 10% Owner X Officer (give title Other (specify below) below)			
THE ESTEI COMPANII AVENUE	E LAUDER ES INC., 767 FIF		09/04/2013				Group President, International			
(Street) 4. If Amer Filed(Mont				ate Original			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>			
NEW YOR	K, NY 10153							fore than One Re		
(City)	(State)	(Zip) Ta	ble I - Non-E	Derivative S	Securi	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
(Instr. 3) any		Execution Date, in	Code	Transaction(A) or Disposed of (D Code (Instr. 3, 4 and 5)		l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Class A Common Stock	09/04/2013		A <u>(1)</u>	39,279 (1)	A	\$0	162,441	D		
Class A Common Stock	09/04/2013		F <u>(2)</u>	20,257	D	\$ 67.3	142,184	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form

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## 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)	erivative Expiration Date ecurities (Month/Day/Year equired (A) Disposed of 0) nstr. 3, 4,		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		А	47,228	(3)	09/04/2023	Class A Common Stock	47,228
Restricted Stock Units (Share Payout)	\$ 0 <u>(4)</u>	09/04/2013		А	11,223	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	11,223

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PROUVE CEDRIC THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153			Group President, International				
Signatures							
Cedric Prouve, by Maureen Sladek, attorney-in fact		09/06/201					
**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 26,186 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 15,742 shares exercisable from and after January 1, 2015; 15,743 shares exercisable from and after January 1, 2016; and 15,743 shares exercisable from and after January 1, 2017.

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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: 5,611 on October 31, 2014; 5,612 on November 2, 2015; and 5,612 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: 20,529 on October 31, 2013; 17,411 on October 31, 2014; 10,702 on November 2, 2015; 13,312 on November 16, 2015; and 5,612 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.