

ESTEE LAUDER COMPANIES INC
Form 4
November 01, 2006

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
LAUDER GARY M REVOCABLE TRUST UAD 8/10/2000

2. Issuer Name and Ticker or Trading Symbol
ESTEE LAUDER COMPANIES INC [EL]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O LAUDER PARTNERS, 88 MERCEDES LANE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/30/2006

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

ATHERTON, CA 94027

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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) or Disposed of (D) (Instr. 3, 4 and 5)	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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	10/30/2006		G	V	25,000	D	<u>1</u> 138,454 D <u>2</u>
Class A Common Stock	10/30/2006		G	V	4,800	D	<u>1</u> 133,654 D <u>2</u>
Class A Common Stock							8,252 D <u>3</u>
Class A Common Stock							368,441 <u>4</u> I <u>3</u> By 1992

Common Stock							GRAT Remainder Trust f/b/o Gary Lauder
Class A Common Stock				368,441 ⁽⁵⁾	I ⁽³⁾		By 1992 GRAT Remainder Trust f/b/o William Lauder

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)

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. Transaction Code (Instr. 8)	5. Number of Derivative 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAUDER GARY M REVOCABLE TRUST UAD 8/10/2000 C/O LAUDER PARTNERS 88 MERCEDES LANE ATHERTON, CA 94027		X		
LAUDER GARY M C/O LAUDER PARTNERS 88 MERCEDES LANE ATHERTON, CA 94027		X		

Signatures

Gary M. Lauder, Trustee, by Spencer G. Smul, Attorney-in-fact	11/01/2006
__Signature of Reporting Person	Date
Gary M. Lauder, by Spencer G. Smul, Attorney-in-fact	11/01/2006
__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) Not applicable.
- (2) Held by the Gary M. Lauder Revocable Trust. Also beneficially owned directly by Gary M. Lauder.
- (3) Beneficially owned by Gary M. Lauder.
- (4) The 1992 GRAT Remainder Trust f/b/o Gary Lauder also holds 1,914,608 shares of Class B Common Stock. Gary M. Lauder disclaims beneficial ownership of all shares owned by such trust to the extent he does not have a pecuniary interest in such securities.
- (5) The 1992 GRAT Remainder Trust f/b/o William Lauder also holds 1,914,608 shares of Class B Common Stock. Gary M. Lauder disclaims beneficial ownership of all shares owned by such trust to the extent he does not have a pecuniary interest in such securities.

Remarks:

* The name of the Reporting Person is currently the Second Amendment and Restatement of the Gary M. Lauder Revocable T

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.