#### Edgar Filing: 1992 GRAT REMAINDER TRUST FBO GARY LAUDER - Form 4

#### 1992 GRAT REMAINDER TRUST FBO GARY LAUDER

Form 4

August 26, 2010

## FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 1992 GRAT REMAINDER TRUST FBO GARY LAUDER

> (Middle) (Last) (First)

767 FIFTH AVENUE,

(Street)

NEW YORK, NY 10153

2. Issuer Name and Ticker or Trading Symbol

**ESTEE LAUDER COMPANIES** INC [EL]

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

08/24/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

Issuer	
(Check a	ll applicable)
below)	_X 10% Owner e _X Other (specify below) Insider Trustee
6. Individual or Joint	/Group Filing(Check
Applicable Line) Form filed by One _X_ Form filed by Mor Person	1 0

5. Relationship of Reporting Person(s) to

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		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	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Class A Common Stock	08/24/2010		S <u>(1)</u>	30,078 (2)	D	\$ 56.2257 (2) (10)	880,435	D (3) (4) (5)	
Class A Common Stock	08/24/2010		S <u>(1)</u>	9,922 (2)	D	\$ 56.5723 (2) (11)	870,513	D (3) (4) (5)	
Class A Common Stock	08/25/2010		S <u>(1)</u>	38,000 (2)	D	\$ 56.1825 (2) (12)	832,513	D (3) (4) (5)	
Class A Common	08/25/2010		S(1)	2,000 (2)	D	\$ 56.963 (2) (13)	830,513	$D_{(5)} \frac{(3)}{(4)}$	

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Stock

Class A Common Stock	884,331	I (4) (5) (6)	by 1992 GRAT Remainder Trust f/b/o WPL
Class A Common Stock	58,811	D (7)	
Class A Common Stock	5,234	I (8)	by children of WPL

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

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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. 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	<u>(9)</u>					<u>(9)</u>	<u>(9)</u>	Class A Common Stock	634,152
Class B Common Stock	<u>(9)</u>					<u>(9)</u>	<u>(9)</u>	Class A Common Stock	3,262,800
Class B Common Stock	<u>(9)</u>					<u>(9)</u>	<u>(9)</u>	Class A Common Stock	22,870

8. Prio Deriv Secur (Instr.

## **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director 10% Owner	Officer	Other			
1992 GRAT REMAINDER TRUST FBO GARY LAUDER 767 FIFTH AVENUE NEW YORK, NY 10153	X		Trust with Insider Trustee			
LAUDER GARY M 767 FIFTH AVENUE NEW YORK, NY 10153	X					
Lauder William P C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153	X X	Executive Chairman				

## **Signatures**

1992 GRAT RemainderTrust F/B/O Gary Lauder, by Spencer G. Smul, Attorney-in-fact	08/26/2010	
**Signature of Reporting Person	Date	
Gary M. Lauder, by Spencer G. Smul, Attorney-in-fact		
**Signature of Reporting Person	Date	
William P. Lauder, by Spencer G. Smul, Attorney-in-fact	08/26/2010	
**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) 1992 GRAT Remainder Trust f/b/o Gary M. Lauder ("GML GRAT Remainder Trust") sold shares of Class A Common Stock pursuant to plans intended to comply with Rule 10b5-1(c), previously entered into on February 3, 2010 and on May 3, 2010.
- 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 GML GRAT Remainder Trust, Gary M. Lauder ("GML") or William P. Lauder ("WPL"), as the case may be, undertakes to provide the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares sold by such reporting person at each separate price within the range.
- Owned by GML GRAT Remainder Trust directly. Owned by each of GML and WPL, indirectly, as a trustee of the GML GRAT Remainder Trust.
- (4) GML disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.
- (5) WPL disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.
- Owned by 1992 GRAT Remainder Trust f/b/o William P. Lauder (the "WPL GRAT Remainder Trust") directly. Owned by each of GML and WPL, indirectly, as a trustee of the WPL GRAT Remainder Trust.
- (7) Owned by WPL directly.
- (8) Owned by WPL indirectly, in custody for his children.
- (9) 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

Reporting Owners 3

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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.

- (10) Sales prices range from \$55.50 to \$56.49 per share, inclusive.
- (11) Sales prices range from \$56.50 to \$56.74 per share, inclusive.
- (12) Sales prices range from \$55.87 to \$56.86 per share, inclusive.
- (13) Sales prices range from \$56.90 to \$57.04 per share, inclusive.

#### **Remarks:**

Exhibit 99.1: Joint Filer Information, incorporated herein by reference.

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.