

FORESTER LYNN
Form 4
March 02, 2012

FORM 4

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

OMB APPROVAL

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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 *
FORESTER LYNN

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2012

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

ELR HOLDINGS, LTD., 435 EAST 52ND STREET

(Street)

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

NEW YORK, NY 10022

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Class A Common Stock | | | | | 4,000 ⁽¹⁾ | D | |

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)

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| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Units (Cash Payout) | (2) | 03/01/2012 | | A | 353.79 (3) | (4) | (4) | Class A Common Stock | 353.79 (5) |
| Option (Right to Buy) | \$ 57.53 (6) | | | | | 11/11/2012 | 11/11/2021 | Class A Common Stock | 4,576 (6) |
| Option (Right to Buy) | \$ 35.31 (7) | | | | | 11/11/2011 | 11/11/2020 | Class A Common Stock | 10,000 (7) |
| Option (Right to Buy) | \$ 23.32 (8) | | | | | 11/11/2010 | 11/11/2019 | Class A Common Stock | 10,000 (8) |
| Stock Units (Share Payout) | (9) | | | | | (10) | (10) | Class A Common Stock | 10,344.8 (11) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FORESTER LYNN ELR HOLDINGS, LTD. 435 EAST 52ND STREET NEW YORK, NY 10022 | | X | | |

Signatures

Lynn Forester de Rothschild, by Charles E. Reese, II,
Attorney-in-fact

03/02/2012

__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)

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On January 20, 2012, the Class A Common Stock of the Issuer split 2-for-1, resulting in the Reporting Person's ownership of an additional 2,000 shares of Class A Common Stock.

- (2) Each stock unit (cash payout) is convertible into cash equal to the value of one share of Class A Common Stock (i.e. 1:1).
- (3) Reflects grant of stock units in lieu of cash for quarterly board and committee retainers.
- (4) The stock units (cash payout) will be paid out the first business day of the calendar year following the last date of the Reporting Person's service as a director of the Company.
- (5) On January 20, 2012, the Class A Common Stock of the Issuer split 2-for-1, resulting in the Reporting Person's ownership of 26,837.75 additional Stock Units (Cash Payout).
Stock Options granted pursuant to the Issuer's Non-Employee Director Share Incentive Plan. This option was previously reported as covering 2,288 shares at an exercise price of \$115.06 per share, but has been adjusted in this report to reflect the 2-for-1 stock split on January 20, 2012.
- (6) Stock Options granted pursuant to the Issuer's Non-Employee Director Share Incentive Plan. This option was previously reported as covering 5,000 shares at an exercise price of \$71.02 per share, but has been adjusted in this report to reflect the 2-for-1 stock split on January 20, 2012.
- (7) Stock Options granted pursuant to the Issuer's Non-Employee Director Share Incentive Plan. This option was previously reported as covering 5,000 shares at an exercise price of \$46.63 per share, but has been adjusted in this report to reflect the 2-for-1 stock split on January 20, 2012.
- (8) Each stock unit (share payout) is convertible into cash equal to the value of one share of Class A Common Stock (i.e. 1:1).
- (9) The stock units (share payout) will be paid out on the first business day of the calendar year following the last date of the Reporting Person's service as a director of the Company.
- (10) On January 20, 2012, the Class A Common Stock of the Issuer split 2-for-1, resulting in the Reporting Person's ownership of 5,172.4 additional Stock Units (Share Payout).
- (11)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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