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ESTEE LAUDER COMPANIES INC

Form 4

September 06, 2013

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

OMB Number:

3235-0287 January 31,

2005

0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: Estimated average

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Form 4 or Form 5 obligations may continue. 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 JANE

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ESTEE LAUDER COMPANIES

(Check all applicable)

INC [EL]

09/04/2013

(Last)

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

X_ Director Officer (give title

10% Owner Other (specify

C/O THE ESTEE LAUDER **COMPANIES INC., 767 FIFTH AVENUE**

(City)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

(State)

(Street)

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

D

NEW YORK, NY 10153

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

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

(A)

(D)

Α

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Beneficially (D) or Owned Following (Instr. 4) Reported

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

Code V Amount

Transaction(s) (Instr. 3 and 4) Price

Class A Common 09/04/2013 Stock

8,898 $A^{(1)}$

\$0 20,322

Class A Common

Stock

09/04/2013

 $F^{(2)}$ 3,655 16,657

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)

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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. Transactic 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	12,661	<u>(3)</u>	09/04/2023	Class A Common Stock	12,661
Restricted Stock Units (Share Payout)	\$ 0 (4)	09/04/2013		A	2,808	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	2,808

Reporting Owners

Reporting Owner Name / Address	Relationships					
- Topolong O mark i mark / January	Director	10% Owner	Officer	Other		
LAUDER JANE						
C/O THE ESTEE LAUDER COMPANIES INC.	X					
767 FIFTH AVENUE	Λ					
NEW YORK, NY 10153						

Signatures

Jane 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 5,932 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 4,220 shares exercisable from and after January 1, 2015; 4,220 shares exercisable from and after January 1, 2016; 4,221 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: 1,404 on October 31, 2014; 1,404 on November 2, 2015; and 1,405 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: 4,415 on October 31, 2013; 3,843 on October 31, 2014; 2,533 on November 2, 2015; and 1,405 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.