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

#### ESTEE LAUDER COMPANIES INC

Form 4

September 05, 2014

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

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

10% Owner

Other (specify

. Nature of

burden hours per response... 0.5

Check this box if no longer

subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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 \*

Freda Fabrizio

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

**ESTEE LAUDER COMPANIES** 

INC [EL]

(Month/Day/Year) 09/03/2014

5. Relationship of Reporting Person(s) to

Issuer

below)

\_X\_\_ Director

X\_ Officer (give title

(Check all applicable)

President and CEO

THE ESTEE LAUDER **COMPANIES INC., 767 FIFTH** 

**AVENUE** 

(Last)

(Street)

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

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

NEW YORK, NY 10153

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dis	sposed	of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(1)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A Common Stock	09/03/2014		A <u>(1)</u>	46,252 (1)	A	\$ 0	155,426	D	
Class A Common Stock	09/03/2014		F(2)	25,818	D	\$ 76.23	129,608	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 or 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 Number Shares
Option (Right to Buy)	\$ 76.23	09/03/2014		A	127,919	(3)	09/03/2024	Class A Common Stock	127,91
Restricted Stock Units (Share Payout)	\$ 0 (4)	09/03/2014		A	40,994	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	40,994

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Freda Fabrizio						
THE ESTEE LAUDER COMPANIES INC.	X		President and CEO			
767 FIFTH AVENUE	Λ		President and CEO			
NEW YORK, NY 10153						

### **Signatures**

Fabrizio Freda, by Maureen Sladek, attorney-in-fact 09/05/2014

\*\*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 1, 2011. Aggregate target payout for the opportunities was 31,832 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 42,639 shares exercisable from and after January 1, 2016; 42,640 shares exercisable from and after January 1, 2018.

**(4)** 

Reporting Owners 2

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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 3, 2014 will vest and be paid out as follows: 13,664 on November 2, 2015; 13,665 on October 31, 2016; and 13,665 on October 31, 2017. Assuming continued employment, the Restricted Stock Units held by the Reporting Person will vest and be paid out as follows: 38,350 on October 31, 2014; 38,921 on November 2, 2015; 27,595 on October 31, 2016; 13,665 on October 31, 2017; 32,552 on June 30, 2015; 32,552 on June 30, 2016; and 32,552 on June 30, 2017. 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.