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ESTEE LAUDER COMPANIES INC Form 4 September 09, 2015

OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Polcer Gregory Issuer Symbol ESTEE LAUDER COMPANIES (Check all applicable) INC [EL] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) THE ESTEE LAUDER 09/04/2015 EVP - Global Supply Chain COMPANIES INC., 767 FIFTH **AVENUE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10153 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Transaction(A) or Disposed of (D) Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial anv (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Class A 8,334 $A^{(1)}$ Common 09/04/2015 A \$0 69.935 D (1) Stock Class A Common 09/04/2015 $F^{(2)}$ 3,436 D 66,449 D 77 35 Stock

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

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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. Transactio 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) | \$ 77.35 | 09/04/2015 | | А | 28,036 | (3) | 09/04/2025 | Class A Common Stock | 28,036 |
| Restricted Stock Units (Share Payout) | \$ 0 <u>(4)</u> | 09/04/2015 | | A | 8,370 | (5) | <u>(5)</u> | Class A Common Stock | 8,370 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------------------------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| Polcer Gregory THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153 | | | EVP - Global Supply Chain | | | |
| Signatures | | | | | | |
| Gregory F. Polcer, by Maureen Sladek, attorney-in-fact | 09/09/2015 | | | | | |
| <u>**</u> Signature of Reporting Person | | Dat | e | | | |
| Explanation of Posponso | . . | | | | | |

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 4, 2012.
- (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 9,345 shares exercisable from and after January 1, 2017; 9,345 shares exercisable from and after January 1, 2018; and 9,346 shares exercisable from and after January 1, 2019.

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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, 2015 will vest and be paid out as follows: 2,790 on October 31, 2016; 2,790 on October 31, 2017; and 2,790 on October 31, 2018. Assuming continued employment, the Restricted Stock Units held by the Reporting Person will vest and be paid out as follows: 7,723 on November 2, 2015; 8,000 on October 31, 2016; 5,324

(5) Onits held by the Reporting Person will vest and be paid out as follows: 7,725 on Rovember 2, 2013, 8,000 on October 31, 2016, 3,524 on October 31, 2017; and 2,790 on October 31, 2018. 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.