

ESTEE LAUDER COMPANIES INC

Form 4

September 08, 2016

**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  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TRAVIS TRACEY THOMAS

(Last) (First) (Middle)

THE ESTEE LAUDER  
COMPANIES INC., 767 FIFTH  
AVENUE

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
ESTEE LAUDER COMPANIES  
INC [EL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/06/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP & CFO

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

**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)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	09/06/2016		A <sup>(1)</sup>		15,569 (1)	A \$ 0	45,036 D
Class A Common Stock	09/06/2016		F <sup>(2)</sup>		6,437 D	\$ 89.4	38,599 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)

**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. 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
Option (Right to Buy)	\$ 89.47	09/06/2016		A		53,531		<u>(3)</u>	09/06/2026	Class A Common Stock	53,531
Restricted Stock Units (Share Payout)	\$ 0 <u>(4)</u>	09/06/2016		A		14,545		<u>(5)</u>	<u>(5)</u>	Class A Common Stock	14,545
Restricted Stock Units (Share Payout)	\$ 0 <u>(4)</u>	09/06/2016		A		16,766		<u>(6)</u>	<u>(6)</u>	Class A Common Stock	16,766

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

TRAVIS TRACEY THOMAS  
THE ESTEE LAUDER COMPANIES INC.  
767 FIFTH AVENUE  
NEW YORK, NY 10153

EVP & CFO

## Signatures

Tracey Thomas Travis, by Maureen Sladek,  
attorney-in-fact

09/08/2016

                     \*\*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 4, 2013.
- (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 17,843 shares exercisable from and after January 1, 2018; 17,844 shares exercisable from and after January 1, 2019; and 17,844 shares exercisable from and after January 1, 2020.
- (4) Not applicable. Restricted Stock Units ("RSUs") 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, this RSU award granted on September 6, 2016 will vest and be paid out as follows: 4,848 on October 31, 2017; 4,848 on October 31, 2018; and 4,849 on October 31, 2019. Upon payout, shares will be withheld to cover minimum statutory tax obligations. RSUs are accompanied by dividend equivalent rights that will be payable in cash at the time of payout of the related shares.

- (5) Assuming continued employment, this RSU award granted on September 6, 2016 will vest and be paid out in full on October 31, 2019. Assuming continued employment, all RSUs held by the Reporting Person will vest and be paid out as follows: 15,337 on October 31, 2016; 15,078 on October 31, 2017; 10,181 on October 31, 2018; and 21,615 on October 31, 2019. Upon payout, shares will be withheld to cover minimum statutory tax obligations. RSUs 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.

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