Edgar Filing: 1992 GRAT REMAINDER TRUST FBO GARY LAUDER - Form 4

1992 GRAT REMAINDER TRUST FBO GARY LAUDER

Form 4 June 03, 2010

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

subject to

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

Washington, D.C. 20549

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

1(b).

Common

(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 1992 GRAT REMAINDER TRUST Issuer Symbol FBO GARY LAUDER **ESTEE LAUDER COMPANIES** (Check all applicable) INC [EL] _X__ 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction Director __X__ Other (specify Officer (give title (Month/Day/Year) below) below) 767 FIFTH AVENUE, 06/01/2010 Trust with Insider Trustee (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting NEW YORK, NY 10153 Person

							CISOII		
(City)	(State)	(Zip) Tak	ole I - Non-	Derivativ	e Seci	urities Acqu	ired, Disposed of	f, or Beneficia	ally 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)		sed of 4 and (A) or	` ′	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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	06/01/2010		S <u>(1)</u>	1,000 (2)	D	\$ 57.867 (2) (10)	1,109,513	D (3) (4) (5)	
Class A Common Stock	06/01/2010		S <u>(1)</u>	4,000 (2)	D	\$ 58.702 (2) (13)	1,105,513	D (3) (4) (5)	
Class A Common Stock	06/02/2010		S <u>(1)</u>	4,100 (2)	D	\$ 57.9568 (2) (11)	1,101,413	D (3) (4) (5)	
Class A	06/02/2010		S(1)	900 (2)	D	\$ 58.54	1,100,513	$D_{(3)} (4)$	

(2)(12)

(5)

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Class A Common Stock	884,331	I (4) (5) (6)	by 1992 GRAT Remainder Trust f/b/o WPL
Class A Common Stock	58,811	D (7)	
Class A Common Stock	5,234	I (8)	by children of WPL

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)

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(9)</u>					<u>(9)</u>	<u>(9)</u>	Class A Common Stock	634,152
Class B Common Stock	(9)					<u>(9)</u>	<u>(9)</u>	Class A Common Stock	3,262,800
Class B Common Stock	<u>(9)</u>					<u>(9)</u>	(9)	Class A Common Stock	22,870

8. Prio Deriv Secur (Instr.

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director 10% Owner	Officer	Other			
1992 GRAT REMAINDER TRUST FBO GARY LAUDER 767 FIFTH AVENUE NEW YORK, NY 10153	X		Trust with Insider Trustee			
LAUDER GARY M 767 FIFTH AVENUE NEW YORK, NY 10153	X					
Lauder William P C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153	X X	Executive Chairman				

Signatures

1992 GRAT RemainderTrust F/B/O Gary Lauder, by Spencer G. Smul, Attorney-in-fact	06/03/2010
**Signature of Reporting Person	Date
Gary M. Lauder, by Spencer G. Smul, Attorney-in-fact	06/03/2010
**Signature of Reporting Person	Date
William P. Lauder, by Spencer G. Smul, Attorney-in-fact	06/03/2010
**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) 1992 GRAT Remainder Trust f/b/o Gary M. Lauder ("GML GRAT Remainder Trust") sold shares of Class A Common Stock pursuant to a plan intended to comply with Rule 10b5-1(c), previously entered into on February 3, 2010.
- The number of securities reported represents an aggregate number of shares sold in multiple open market transactions over a range of sales prices. The price reported represents the weighted average price. The GML GRAT Remainder Trust, Gary M. Lauder ("GML") or William P. Lauder ("WPL"), as the case may be, undertakes to provide the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares sold by such reporting person at each separate price within the range.
- Owned by GML GRAT Remainder Trust directly. Owned by each of GML and WPL, indirectly, as a trustee of the GML GRAT Remainder Trust.
- (4) GML disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.
- (5) WPL disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.
- Owned by 1992 GRAT Remainder Trust f/b/o William P. Lauder (the "WPL GRAT Remainder Trust") directly. Owned by each of GML and WPL, indirectly, as a trustee of the WPL GRAT Remainder Trust.
- (7) Owned by WPL directly.
- (8) Owned by WPL indirectly, in custody for his children.
- (9) There is no exercise or conversion price for the Class B Common Stock. Shares of Class B Common Stock (i) may be converted immediately on a one-for-one basis by the holder into shares of Class A Common Stock and (ii) are automatically converted into Class

Reporting Owners 3

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A Common Stock on a one-for-one basis upon transfer to a person or entity that is not a "Permitted Transferee" (as defined in the Issuer's Restated Certificate of Incorporation) or soon after a record date for a meeting of stockholders where the outstanding Class B Common Stock constitutes less than 10% of the outstanding shares of Common Stock of the Issuer.

- (10) Sales prices range from \$57.34 to \$58.31 per share, inclusive.
- (11) Sales prices range from \$57.37 to \$58.29 per share, inclusive.
- (12) Sales prices range from \$58.39 to \$58.68 per share, inclusive.
- (13) Sales prices range from \$58.41 to \$58.95 per share, inclusive.

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.