#### 1992 GRAT REMAINDER TRUST FBO GARY LAUDER

Form 4

December 07, 2010

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES

File I and Section 1000 And Section File I and Section 1000 And Section File I and Section 1000 And Section I and Se

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 \*

1992 GRAT REMAINDER TRUST FBO GARY LAUDER			Symbol ESTEE LAUDER COMPANIES INC [EL]						(Check all applicable)		
(Last) 767 FIFTH	(First)	(Middle)	(Month/	Date of Earliest Transaction  Month/Day/Year)  2/03/2010					DirectorX 10% Owner Officer (give titleX Other (specify below) Trust with Insider		
		4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting			
NEW YOR	RK, NY 10153								Person		
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							ally Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Code (Instr. 8	3)	4. Securi or Dispo (Instr. 3,	sed of		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	12/03/2010			S(1)		5,000 (2)	D	\$ 77.2746 (2) (10)	302,180	D (3) (4) (5)	
Class A Common Stock	12/06/2010			S <u>(1)</u>		5,000 (2)	D	\$ 77.5482 (2) (11)	297,180	D (3) (4) (5)	
Class A Common Stock									634,331	I (4) (5) (6)	by 1992 GRAT Remainder Trust f/b/o WPL

Class A			
Common	79,848	D (7)	
Stock			
Class A			lass alaitelassa
Common	5,234	I (8)	by children
Stock			of WPL
Pamindar: Paport on a caparata line for each class of securities baneficially owned directly or in	directly		

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

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SEC 1474

(9-02)

8. Prio Deriv Secur (Instr.

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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)	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	8 1 8 (
				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	<u>(9)</u>					<u>(9)</u>	<u>(9)</u>	Class A Common Stock	3,262,800	
Class B Common Stock	<u>(9)</u>					<u>(9)</u>	<u>(9)</u>	Class A Common Stock	22,870	

# **Reporting Owners**

	Relationships						
Reporting Owner Name / Address	Director 10% Owner	Officer	Other				
1992 GRAT REMAINDER TRUST FBO GARY	X		Trust with				

Reporting Owners 2

LAUDER Insider

767 FIFTH AVENUE

NEW YORK, NY 10153

LAUDER GARY M 767 FIFTH AVENUE

767 FIFTH AVENUE NEW YORK, NY 10153

Lauder William P

C/O THE ESTEE LAUDER COMPANIES INC.

767 FIFTH AVENUE

NEW YORK, NY 10153

Executive
Chairman

# **Signatures**

1992 GRAT RemainderTrust F/B/O Gary Lauder, by Spencer G. Smul,
Attorney-in-fact

\*\*Signature of Reporting Person Date

X

Gary M. Lauder, by Spencer G. Smul, Attorney-in-fact 12/07/2010

\*\*Signature of Reporting Person Date

William P. Lauder, by Spencer G. Smul, Attorney-in-fact 12/07/2010

\*\*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 May 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"),
- (2) 1992 GRAT Remainder Trust f/b/o William P. Lauder ("WPL GRAT Remainder Trust") 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 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.
  - 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
- (9) 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 \$77.08 to \$77.75 per share, inclusive.
- (11) Sales prices range from \$77.25 to \$78.02 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.

Signatures 3

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