

PROUVE CEDRIC  
Form 4  
February 11, 2013

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PROUVE CEDRIC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/07/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Group President, International

THE ESTEE LAUDER COMPANIES INC., 767 FIFTH AVENUE

(Street)

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

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

NEW YORK, NY 10153

(City) (State) (Zip)

**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) | (A) or (D) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount     | Price   |  |  |
| Class A Common Stock            | 02/07/2013                           |  | M                              |   | 45,000     | \$ 17<br>(1)  | D  |  |
| Class A Common Stock            | 02/07/2013                           |  | S                              |   | 32,400     | \$ 62.18  | D  |  |
| Class A Common Stock            | 02/07/2013                           |  | S                              |   | 3,700      | \$ 62.19  | D  |  |

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|                            |            |   |       |   |          |         |   |
|----------------------------|------------|---|-------|---|----------|---------|---|
| Class A<br>Common<br>Stock | 02/07/2013 | S | 3,182 | D | \$ 62.2  | 128,880 | D |
| Class A<br>Common<br>Stock | 02/07/2013 | S | 1,518 | D | \$ 62.21 | 127,362 | D |
| Class A<br>Common<br>Stock | 02/07/2013 | S | 1,600 | D | \$ 62.22 | 125,762 | D |
| Class A<br>Common<br>Stock | 02/07/2013 | S | 400   | D | \$ 62.23 | 125,362 | D |
| Class A<br>Common<br>Stock | 02/07/2013 | S | 1,000 | D | \$ 62.25 | 124,362 | D |
| Class A<br>Common<br>Stock | 02/07/2013 | S | 1,200 | D | \$ 62.26 | 123,162 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(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. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Option (right to buy)                      | \$ 17 <sup>(1)</sup>                                   | 02/07/2013                           |  | M                              | 45,000  | 01/01/2011 <sup>(1)</sup> 09/02/2019                     | Class A Common Stock 45,000                                   |

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

PROUVE CEDRIC  
THE ESTEE LAUDER COMPANIES INC.  
767 FIFTH AVENUE  
NEW YORK, NY 10153

Group President, International

## Signatures

Cedric Prouve, by Spencer G. Smul,  
attorney-in fact

02/11/2013

\_\_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) Stock Options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 45,000 shares exercisable from and after January 1, 2011; 45,000 shares exercisable from and after January 1, 2012; and 45,000 shares exercisable from and after January 1, 2013.
- (2) Not Applicable
- (3) The Reporting Person also has options to purchase at various prices 323,452 shares of Class A Common Stock, 130,624 of which are currently exercisable.

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.