Edgar Filing: ESTEE LAUDER COMPANIES INC - Form 4

ESTEE LAUDER COMPANIES INC

11/21/2007

Common Stock

Class A

Stock

Common

Form 4

November 23, 2007

November 2	3, 2007											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL				
	UNITED	STATES				ND EXC D.C. 2054		GE C	OMMISSION	OMB Number:	3235-0287	
Check the if no long		<i>G</i> ,							Expires:	January 31,		
subject to Section 1 Form 4 o	51A1E. 16.	STATEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES							NERSHIP OF	Estimated a	Estimated average ourden hours per	
Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940												
(Print or Type	Responses)											
LAUDER LEONARD A Symbol				suer Name and Ticker or Trading					5. Relationship of Reporting Person(s) to Issuer			
					DER	COMPA	NIES	8	(Check all applicable)			
(Last)	(First)	(Month/Day/Year)				_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify						
C/O THE ESTEE LAUDER 11/21/2007 Chairman COMPANIES INC., 767 FIFTH AVENUE												
(Street) 4. If Amend Filed(Month				ndment, Date Original th/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person			
NEW YORK, NY 10153 _X_ Form filed by More than One Reporting Person							porting					
(City)	(State)	(Zip)	Table	e I - No	n-D	erivative Se	curiti	es Acqı	uired, Disposed of,	, or Beneficial	y Owned	
1.Title of Security (Month/Day/Year) 2A. Deemed Execution Date, any (Month/Day/Year) (Month/Day/Year)			n Date, if	Code (Instr. 3, 4 and 5)					5. Amount of Securities Beneficially Owned Following	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)	Indirect Beneficial Ownership	
Class A				Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	11/21/2007			G	V	118,000	D	(1)	4,501,169	D (2) (3)		
Class A	44.04.000				T 7	160 500			1.021.660	D (2) (2)		

G V 469,500 D <u>(1)</u>

By LAL

Family

Partners

L.P.

 $D^{(2)}(3)$

 $I_{(2)}(3)$

4,031,669

2,829,302

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Class A By Evelyn Common 390,000 I $\frac{(2)}{5}$ H. Lauder Stock $\frac{(5)}{5}$

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.

SEC 1474

(9-02)

8. Properties Security (Institute)

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. 5. TransactionNumber Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				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
Class B Common Stock	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Class A Common Stock	42,705,540
Class B Common Stock	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Class A Common Stock	40,220

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LAUDER LEONARD A C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153	X	X	Chairman				
LAUDER EVELYN H C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153			Senior Corp. Vice President				

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Signatures

Spencer G. Smul, Attorney-in-Fact for Leonard A.
Lauder

11/23/2007

**Signature of Reporting Person Date

Spencer G. Smul, Attorney-in-Fact for Evelyn H.

Lauder

11/23/2007

**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) Not applicable.
 - After these gifts, the amounts of Class A Common Stock and Class B Common Stock beneficially owned by Leonard A. Lauder ("LAL") includes (i) 4,031,669 shares of Class A Common Stock held directly, (ii) 2,829,302 shares of Class A Common Stock and 42,705,540 shares of Class B Common Stock held indirectly as the majority stockholder of LAL Family Corporation, which is the sole general
- (2) partner of LAL Family Partners L.P., (iii) 40,220 shares of Class B Common Stock held indirectly as a trustee and beneficiary of The Estee Lauder 2002 Trust, and (iv) 390,000 shares of Class A Common Stock indirectly which are held directly by his wife, Evelyn H. Lauder ("EHL"). LAL disclaims beneficial ownership of the shares in clauses (ii) and (iii) to the extent that he does not have a pecuniary interest in such securities, and he disclaims beneficial ownership of the shares in clause (iv) owned by his wife.
- After these gifts, the amounts of Class A Common Stock and Class B Common Stock beneficially owned by EHL includes (i) 390,000 shares of Class A Common Stock held directly, (ii) 4,031,669 shares of Class A Common Stock held directly by her husband, LAL, and (iii) 2,829,302 shares of Class A Common Stock and 42,745,760 shares of Class B Common Stock held indirectly by her husband, LAL. EHL disclaims beneficial ownership of securities owned directly and indirectly by her husband, LAL.
- There is no exercise or conversion price for the Class B Common Stock. Shares of Class B Common Stock may be converted immediately on a one-for-one basis by the holder and are automatically converted into Class A Common Stock on a one-for-one basis upon transfer to a person or entity that is not a "Permitted Transferee" 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.
- (5) EHL is a Senior Corporate Vice President of the Issuer.

Remarks:

See Exhibits 24.1 and 24.2 incorporated herein by reference

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.

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