

ESTEE LAUDER COMPANIES INC
 Form 4
 March 03, 2015

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 *
 1992 GRAT REMAINDER TRUST
 FBO WILLIAM LAUDER

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)

THE ESTEE LAUDER COMPANIES INC., 767 FIFTH AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
 02/27/2015

____ Director 10% Owner
 ____ Officer (give title below) Other (specify below)
 Trust with Insider Trustee

(Street)
 NY, NY 10153

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

(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) | 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 | 02/27/2015 | | J ⁽¹⁾ | | 526,953 | D | 0 |
| Class A Common Stock | 02/27/2015 | | J ⁽¹⁾ | | 526,953 | A | 795,615 |
| Class A Common Stock | | | | | 24,360 | I ⁽⁴⁾ | WPL as trustee |

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Class A Common Stock 10,468 I ⁽⁶⁾ by children of WPL

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

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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 Number of Shares |
| Class B Common Stock | (5) | 02/27/2015 | | J ⁽¹⁾ | | | 526,953 | (5) | (5) | Class A Common Stock | 526,953 |
| Class B Common Stock | (5) | 02/27/2015 | | J ⁽¹⁾ | | | 526,953 | (5) | (5) | Class A Common Stock | 526,953 |
| Class B Common Stock | (5) | | | | | | | (5) | (5) | Class A Common Stock | 45,700 |

Reporting Owners

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

Signatures

1992 GRAT Remainder Trust F/B/O William Lauder, by Maureen Sladek, Attorney-in-fact 03/03/2015

__Signature of Reporting Person Date

William P. Lauder, by Maureen Sladek, Attorney-in-fact 03/03/2015

__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) The 1992 GRAT Remainder Trust f/b/o William P. Lauder (the "WPL GRAT Rem. Trust") received 526,953 shares of Class A Common Stock from William P. Lauder ("WPL") in exchange for transferring 526,953 shares of Class B Common Stock to WPL.
- (2) Owned by WPL directly.
Owned by WPL GRAT Rem. Trust directly. Owned by each of WPL and Gary M. Lauder ("GML"), indirectly, as trustees of the WPL
- (3) GRAT Rem. Trust. Each of WPL and GML disclaims beneficial ownership except to the extent of their respective pecuniary interest in such securities.
Owned by The 1992 GRAT Remainder Trust f/b/o Gary M. Lauder (the "GML GRAT Rem. Trust") . Owned by each of WPL and GML,
- (4) indirectly, as trustees of the GML GRAT Rem. Trust. Each of WPL and GML disclaims beneficial ownership except to the extent of their respective pecuniary interest in such securities.
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
- (5) 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.
- (6) Owned by WPL indirectly, in custody for his children. WPL disclaims beneficial ownership except to the extent of his pecuniary interest in such securities.

Remarks:

Exhibit 99.1: Joint Filer Information, 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.