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ESTEE LAUDER COMPANIES INC

Form 4

September 09, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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

Washington, D.C. 20549

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Stock

(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 **MOSS SARA E** Issuer Symbol **ESTEE LAUDER COMPANIES** (Check all applicable) INC [EL] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) THE ESTEE LAUDER 09/04/2015 EVP and General Counsel **COMPANIES INC., 767 FIFTH AVENUE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10153 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Transaction(A) or Disposed of (D) Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Class A 8,917 $A^{(1)}$ Common 09/04/2015 A \$0 82,210 D Stock Class A Common 09/04/2015 $F^{(2)}$ 77,232 D

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

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SEC 1474

(9-02)

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displays a currently valid OMB control number.

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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	Date	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
Option (Right to Buy)	\$ 77.35	09/04/2015		A	34,183	<u>(3)</u>	09/04/2025	Class A Common Stock	34,183
Restricted Stock Units (Share Payout)	\$ 0 (4)	09/04/2015		A	10,205	<u>(5)</u>	(5)	Class A Common Stock	10,205

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

EVP and General Counsel

MOSS SARA E

THE ESTEE LAUDER COMPANIES INC.

767 FIFTH AVENUE

NEW YORK, NY 10153

Signatures

Sara E. Moss, by Maureen Sladek, attorney-in-fact

09/09/2015

**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) Reflects payout of Performance Share Units ("PSUs") granted to Reporting Person on September 4, 2012.
- (2) Represents the withholding of shares for tax purposes in connection with the payout of the PSUs.
- (3) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 11,394 shares exercisable from and after January 1, 2017; 11,394 shares exercisable from and after January 1, 2018; and 11,395 shares exercisable from and after January 1, 2019.

Reporting Owners 2

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- (4) Not applicable. Restricted Stock Units vest and are paid out in shares of Class A Common Stock on a one-to-one basis on the applicable vesting date.
 - Assuming continued employment, the Restricted Stock Units granted on September 4, 2015 will vest and be paid out as follows: 3,401 on October 31, 2016; 3,402 on October 31, 2017; and 3,402 on October 31, 2018. Assuming continued employment, the Restricted Stock
- Units held by the Reporting Person will vest and be paid out as follows: 9,449 on November 2, 2015; 8,874 on November 16, 2015; 10,160 on October 31, 2016; 6,611 on October 31, 2017; and 3,402 on October 31, 2018. Upon payout, shares will be withheld to cover minimum statutory tax obligations. Restricted Stock Units are accompanied by dividend equivalent rights that will be payable in cash at the time of payout of the related shares.

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.