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ESTEE LAUDER COMPANIES INC

Form 4

November 04, 2015

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

OMB APPROVAL

OMB 3235-0287 Number:

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Check this box if no longer subject to Section 16.

Form 4 or 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * LAUDER JANE

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ESTEE LAUDER COMPANIES

(Check all applicable)

INC [EL] (Middle)

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

11/02/2015

X_ Director Officer (give title

10% Owner Other (specify

C/O THE ESTEE LAUDER **COMPANIES INC., 767 FIFTH AVENUE**

(Street)

(First)

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

6. Individual or Joint/Group Filing(Check

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. Security (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) Code V Amount (D) Reported Transaction(s) (Instr. 3 and 4)

Class A Common

(Instr. 3)

11/02/2015

3,967 M

\$ 0 (1) 29,970

Price

D

Class A

Stock

Common 11/02/2015 Stock

 $F^{(2)}$

1,637 D

Α

28,333

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		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 or Number of Shares	
Restricted Stock Units	<u>(1)</u>	11/02/2015		M	3,967 (3)	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	3,967	9

Reporting Owners

Reporting Owner Name / Address	Relationships					
FS	Director	10% Owner	Officer	Other		
LAUDER JANE C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153	X					
Signatures						

Signatures

Jane Lauder, by Maureen Sladek, Attorney-in-fact

**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. Restricted Stock Units ("RSUs") vest and are paid out in shares of Class A Common Stock on a one-to-one basis on the applicable vesting date.
- (2) Represents the withholding of shares for tax purposes.
- (3) Vesting of portions of RSUs granted September 4, 2012, September 4, 2013 and September 3, 2014.

Remaining RSUs from grants dated September 4, 2013, September 3, 2014 and September 4, 2015 will vest and be paid out as follows:
4,259 on October 31, 2016; 2,856 on October 31, 2017; and 1,421 on October 31, 2018. Upon payout, additional shares will be withheld to cover minimum statutory tax obligations. RSUs 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.

Reporting Owners 2

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