

ESTEE LAUDER COMPANIES INC

Form 4

November 13, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ZANNINO RICHARD F

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)  
CCMP CAPITAL PARTNERS, 245  
PARK AVENUE

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/09/2012

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(Street)  
NEW YORK, NY 10167

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
				Code V Amount (D) Price			
Class A Common Stock					4,000 <sup>(1)</sup>	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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

# Edgar Filing: ESTEE LAUDER COMPANIES INC - Form 4

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 Date	Title Amount Number Shares
Option (Right to Buy)	\$ 57.49	11/09/2012		A <sup>(2)</sup>	4,736	11/09/2013 11/09/2022	Class A Common Stock 4,736
Stock Units (Share Payout)	<sup>(3)</sup>	11/09/2012		A <sup>(2)</sup>	1,213.53	<sup>(4)</sup> <sup>(4)</sup>	Class A Common Stock 1,213.53
Option (Right to Buy)	\$ 35.51 <sup>(6)</sup>					11/09/2011 11/09/2020	Class A Common Stock 10,000 <sup>(6)</sup>
Option (Right to Buy)	\$ 57.53 <sup>(7)</sup>					11/11/2012 11/11/2021	Class A Common Stock 4,576

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ZANNINO RICHARD F CCMP CAPITAL PARTNERS 245 PARK AVENUE NEW YORK, NY 10167	X

## Signatures

Richard F. Zannino, by Charles E. Reese, II,  
Attorney-in-fact 11/13/2012

\_\_\_\_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) On January 20, 2012, the Class A Common Stock of the Issuer split 2-for-1, resulting in the Reporting Person's ownership of an additional 2,000 shares of Class A Common Stock.
- (2) Granted pursuant to the Issuer's Non-Employee Director Share Incentive Plan.
- (3) Each Stock Unit (Share Payout) is convertible into cash equal to the value of one share of Class A Common Stock (i.e. 1:1).
- (4) The Stock Units (Share Payout) will be paid out on the first business day of the calendar year following the last date of the Reporting Person's service as a director of the Company.

## Edgar Filing: ESTEE LAUDER COMPANIES INC - Form 4

- (5) On January 20, 2012, the Class A Common Stock of the Issuer split 2-for-1, resulting in the Reporting Person's ownership of 1108.53 additional Stock Units (Share Payout).

- Stock Options granted pursuant to the Issuer's Non-Employee Director Share Incentive Plan. This option was previously reported as
- (6) covering 5,000 shares at an exercise price of \$71.02 per share, but has been adjusted in this report to reflect the 2-for-1 stock split on January 20, 2012.

- Stock Options granted pursuant to the Issuer's Non-Employee Director Share Incentive Plan. This option was previously reported as
- (7) covering 2,288 shares at an exercise price of \$115.06 per share, but has been adjusted in this report to reflect the 2-for-1 stock split on January 20, 2012.

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.