

ESTEE LAUDER COMPANIES INC

Form 4

May 10, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAUDER RONALD S

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)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/05/2010

____ Director ____X____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chairman, Clinique Labs, LLC

NEW YORK, NY 10153

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
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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	05/06/2010		C ⁽¹⁾	420,000 A ⁽³⁾	477,553	D	
Class A Common Stock	05/06/2010		G ⁽⁵⁾	V 100,000 D \$ 0	377,553	D	
Class A Common Stock	05/06/2010		S	1,400 ⁽⁶⁾ D \$ 57.2146 ^{(6) (7)}	376,153	D	

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Class A Common Stock	05/06/2010	S	2,100 ⁽⁶⁾	D	\$ 58.4433 ⁽⁶⁾ ⁽⁸⁾	374,053	D
Class A Common Stock	05/06/2010	S	46,500 ⁽⁶⁾	D	\$ 59.5586 ⁽⁶⁾ ⁽¹²⁾	327,553	D
Class A Common Stock	05/06/2010	S	94,000 ⁽⁶⁾	D	\$ 60.4836 ⁽⁶⁾ ⁽¹³⁾	233,553	D
Class A Common Stock	05/06/2010	S	72,832 ⁽⁶⁾	D	\$ 61.132 ⁽⁶⁾ ⁽¹¹⁾	160,721	D
Class A Common Stock	05/06/2010	S	13,168 ⁽⁶⁾	D	\$ 61.8583 ⁽⁶⁾ ⁽¹⁴⁾	147,553	D
Class A Common Stock	05/07/2010	S	26,400 ⁽⁶⁾	D	\$ 58.8938 ⁽⁶⁾ ⁽⁹⁾	121,153	D
Class A Common Stock	05/07/2010	S	61,500 ⁽⁶⁾	D	\$ 59.4891 ⁽⁶⁾ ⁽¹⁰⁾	59,653	D
Class A Common Stock	05/07/2010	S	2,100 ⁽⁶⁾	D	\$ 60.3551 ⁽⁶⁾ ⁽¹⁵⁾	57,553	D
Class A Common Stock						3,182	I ⁽²⁾

By
Decendants
of RSL
1966 Trust

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

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(9-02)

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)	8. 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	\$ 0 ⁽³⁾	05/06/2010	C ⁽¹⁾	420,000	⁽³⁾	⁽³⁾	Class A Common Stock	420,000
Class B Common Stock	\$ 0 ⁽³⁾				⁽³⁾	⁽³⁾	Class A Common Stock	3,182
Class B Common Stock	\$ 0 ⁽³⁾				⁽³⁾	⁽³⁾	Class A Common Stock	40,220

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAUDER RONALD S C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153		X	Chairman, Clinique Labs, LLC	

Signatures

Ronald S. Lauder, by Spencer G. Smul,
Attorney-in-fact

05/10/2010

 **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 May 6, 2010, Ronald S. Lauder ("RSL") converted 420,000 shares of Class B Common Stock into an equal number of shares of Class A Common Stock.
- (2) RSL disclaims beneficial ownership of these shares to the extent he does not have a pecuniary interest in such securities.
- There is no exercise or conversion price for the Class B Common Stock. Shares of Class B Common Stock (i) may be converted immediately on a one-for-one basis by the holder into shares of Class A Common Stock and (ii) 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" (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.
- (3) A Common Stock on a one-for-one basis 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.
- (4) Owned by RSL indirectly as a trustee and a beneficiary of The Estee Lauder 2002 Trust.
- (5) On May 6, 2010, RSL donated 100,000 shares of Class A Common Stock to The Ronald S. Lauder Foundation.
- The number of securities reported represents an aggregate number of shares sold in multiple open market transactions over a range of sales prices. The price reported represents the weighted average price. RSL undertakes to provide the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares sold by such reporting person at each separate price within the range.
- (6) Sales prices range from \$56.75 to \$57.73 per share, inclusive.
- (7) Sales prices range from \$57.77 to \$58.76 per share, inclusive.
- (8) Sales prices range from \$58.15 to \$59.14 per share, inclusive.
- (9)

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- (10) Sales prices range from \$59.15 to \$60.13 per share, inclusive.
- (11) Sales prices range from \$60.80 to \$61.77 per share, inclusive.
- (12) Sales prices range from \$58.79 to \$59.78 per share, inclusive.
- (13) Sales prices range from \$59.84 to \$60.79 per share, inclusive.
- (14) Sales prices range from \$61.80 to \$61.99 per share, inclusive.
- (15) Sales prices range from \$60.22 to \$60.47 per share, inclusive.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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