1992 GRAT REMAINDER TRUST FBO GARY LAUDER
Form 4
May 21, 2010

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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 *
1992 GRAT REMAINDER TRUST FBO GARY LAUDER

(Last) (First) (Middle)

767 FIFTH AVENUE,

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ESTEE LAUDER COMPANIES INC [EL]

3. Date of Earliest Transaction (Month/Day/Year)
05/19/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
Trust with Insider

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	05/19/2010		S (1)		4,300 (2)	D	$ 59.8221 (2) (12)	1,146,213	D (3) (4) (5)	
Class A Common Stock	05/19/2010		S (1)		700 (2)	D	$ 60.2743 (2) (14)	1,145,513	D (3) (4) (5)	
Class A Common Stock	05/20/2010		S (1)		5,000 (2)	D	$ 58.5008 (2) (11)	1,140,513	D (3) (4) (5)	
Class A Common	05/19/2010		S (7)		8,700 (2)	D	$ 59.8257	885,631	D (4) (5) (6)	

Stock							(2) (13)			
Class A Common Stock	05/19/2010		S(7)		1,300 (2)	D	$ 60.3054 (2) (15)	884,331	D (4) (5) (6)	
Class A Common Stock								58,811	D (8)	
Class A Common Stock								5,234	I (9)	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)		8. Pric Deriv Secur (Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	(10)							(10)	(10)	Class A Common Stock	634,152	
Class B Common Stock	(10)							(10)	(10)	Class A Common Stock	3,262,800	
Class B Common Stock	(10)							(10)	(10)	Class A Common Stock	22,870	

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	Officer	Other

		10% Owner		
1992 GRAT REMAINDER TRUST FBO GARY LAUDER 767 FIFTH AVENUE NEW YORK, NY 10153		X		Trust with Insider
LAUDER GARY M 767 FIFTH AVENUE NEW YORK, NY 10153		X		
1992 GRAT REMAINDER TRUST FBO WILLIAM LAUDER 767 FIFTH AVENUE NEW YORK, NY 10153		X		Trust with Insider Trustee
Lauder William P C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153	X	X	Executive Chairman	

Signatures

1992 GRAT RemainderTrust F/B/O Gary Lauder, by Spencer G. Smul, Attorney-in-fact	05/21/2010
**Signature of Reporting Person	Date
Gary M. Lauder, by Spencer G. Smul, Attorney-in-fact	05/21/2010
**Signature of Reporting Person	Date
1992 GRAT Remainder Trust F/B/O William Lauder, by Spencer G. Smul, Attorney-in-fact	05/21/2010
**Signature of Reporting Person	Date
William P. Lauder, by Spencer G. Smul, Attorney-in-fact	05/21/2010
**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) 1992 GRAT Remainder Trust f/b/o Gary M. Lauder ("GML GRAT Remainder Trust") sold shares of Class A Common Stock pursuant to a plan intended to comply with Rule 10b5-1(c), previously entered into on February 3, 2010.

(2) 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. The GML GRAT Remainder Trust, 1992 GRAT Remainder Trust f/b/o William P. Lauder ("WPL GRAT Remainder Trust") or William P. Lauder ("WPL"), as the case may be, 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.

(3) Owned by GML GRAT Remainder Trust directly. Owned by each of GML and WPL, indirectly, as a trustee of the GML GRAT Remainder Trust.

(4) GML disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.

(5) WPL disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.

(6) Owned by WPL GRAT Remainder Trust directly. Owned by each of GML and WPL, indirectly, as a trustee of the WPL GRAT Remainder Trust.

(7) WPL GRAT Remainder Trust sold shares of Class A Common Stock pursuant to a plan intended to comply with Rule 10b5-1(c), previously entered into on February 3, 2010.

(8) Owned by WPL directly.

(9) Owned by WPL indirectly, in custody for his children.

(10) 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.

(11) Sales prices range from $58.01 to $58.98 per share, inclusive.

(12) Sales prices range from $59.20 to $60.19 per share, inclusive.

(13) Sales prices range from $59.22 to $60.21 per share, inclusive.

(14) Sales prices range from $60.20 to $60.38 per share, inclusive.

(15) Sales prices range from $60.22 to $60.40 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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