

PROUVE CEDRIC
Form 4
February 04, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PROUVE CEDRIC

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Group President, International

THE ESTEE LAUDER COMPANIES INC., 767 FIFTH AVENUE

(Street)

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

NEW YORK, NY 10153

(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)	Price		
				Code	V	Amount	
Class A Common Stock	02/02/2010		M ⁽¹⁾	20,000	A	\$ 43.6875	43,173.03 D
Class A Common Stock	02/02/2010		M ⁽²⁾	25,000	A	\$ 32.15	68,173.03 D
Class A Common Stock	02/02/2010		M ⁽³⁾	100,000	A	\$ 33.44	168,173.03 D

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Class A					\$		
Common Stock	02/02/2010	S	47,800	D	56.0152	120,373.03	D
					(4)		
Class A					\$		
Common Stock	02/03/2010	S	97,200	D	56.0047	23,173.03	D
					(5)		

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Option (Right to Buy)	\$ 43.6875	02/02/2010		M ⁽¹⁾	20,000	01/01/2003 08/16/2010	Class A Common Stock 20,000
Option (Right to Buy)	\$ 32.15	02/02/2010		M ⁽²⁾	25,000	01/01/2004 07/10/2012	Class A Common Stock 25,000
Option (Right to Buy)	\$ 33.44	02/02/2010		M ⁽³⁾	100,000	01/01/2005 08/20/2013	Class A Common Stock 100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PROUVE CEDRIC THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153			Group President, International	

Signatures

Cedric Prouve, by Charles E. Reese, II,
attorney-in fact

02/04/2010

__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) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 6,666 shares exercisable from and after January 1, 2003, 6,667 shares exercisable from and after January 1, 2004, and 6,667 shares exercisable from and after January 1, 2005.
- (2) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 8,333 shares exercisable from and after January 1, 2004, 8,333 shares exercisable from and after January 1, 2005, and 8,334 shares exercisable from and after January 1, 2006.
- (3) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 33,333 shares exercisable from and after January 1, 2005, 33,333 shares exercisable from and after January 1, 2006, and 33,334 shares exercisable from and after January 1, 2007.
- (4) See Exhibit 99.1(a)
- (5) See Exhibit 99.1(b)
- (6) Not applicable.
- (7) The Reporting Person also has options to purchase at various prices 380,000 shares of Class A Common Stock, 254,166 of which are currently exercisable.

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.