

ESTEE LAUDER COMPANIES INC
 Form 4
 May 06, 2015

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

OMB APPROVAL

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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 *
 Freda Fabrizio

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)
 05/05/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

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 | 05/05/2015 | | M ⁽¹⁾ | | 150,000 | A | \$ 26.415 ⁽²⁾ | 223,174 | D | |
| Class A Common Stock | 05/05/2015 | | S ⁽¹⁾ | | 37,381 | D | \$ 86.33 ^{(3) (4)} | 185,793 | D | |
| Class A Common Stock | 05/05/2015 | | S ⁽¹⁾ | | 98,629 | D | \$ 88.08 ^{(3) (5)} | 87,164 | D | |

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Class A
Common Stock 05/05/2015 S⁽¹⁾ 13,990 D \$ 88.86
(3) (6) 73,174 (7) D

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Option (right to buy) | \$ 26.415 (2) | 05/05/2015 | | M(1) | 150,000 | 01/01/2010(2) 09/11/2018 | Class A Common Stock 150,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Freda Fabrizio THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153 | X | | President and CEO | |

Signatures

Fabrizio Freda, by Maureen Sladek,
attorney-in-fact 05/06/2015

**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) The exercise of the options and sales of the shares of Class A Common Stock were made pursuant to a plan intended to comply with Rule 10b5-1(c), previously entered into on March 5, 2015.
- (2) Stock Options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 116,666 shares exercisable from and after January 1, 2010; 116,666 shares exercisable from and after January 1, 2011; 116,668 shares exercisable from and after January 1, 2012.

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- 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 Reporting Person undertakes to provide to the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares sold by the Reporting Person at each separate price within the range.
- (3)
 - (4) Sales prices range from \$86.64 to \$87.63 per share, inclusive.
 - (5) Sales prices range from \$87.64 to \$88.63 per share, inclusive.
 - (6) Sales prices range from \$88.65 to \$89.60 per share, inclusive.

- The Reporting Person has stock options to purchase at various prices 1,199,504 shares of Class A Common Stock, 932,151 of which are currently exercisable. In addition, the Reporting Person currently has Restricted Stock Units in respect of 177,837 shares of Class A Common Stock expected to vest at various times through October 2017.
- (7)
 - (8) Not applicable.

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.