

ESTEE LAUDER COMPANIES INC
Form 4
May 05, 2016

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 *
Demsey John

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)
05/04/2016

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

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------------|
| | | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 05/04/2016 | | M | | 31,982 | A | | \$ 59.78 (1) |
| Class A Common Stock | 05/04/2016 | | M | | 21,010 | A | | \$ 67.31 (2) |
| Class A Common Stock | 05/04/2016 | | M | | 23,304 | A | | \$ 76.23 (3) |

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| | | | | | | | |
|----------------------------|------------|---|---------|---|------------------------|-----|---|
| Class A Common Stock | 05/04/2016 | S | 138,541 | D | \$ 92.4 (4) (5) | 298 | D |
| Class A Common Stock | 05/04/2016 | S | 298 | D | \$ 93.07 (4) (6) | 0 | D |

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

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SEC 1474
(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (right to buy) | \$ 59.78 | 05/04/2016 | | M | 31,982 | 01/01/2014 ⁽¹⁾ 09/04/2022 | Class A Common Stock | 31,982 |
| Option (right to buy) | \$ 67.31 | 05/04/2016 | | M | 21,010 | 01/01/2015 ⁽²⁾ 09/04/2023 | Class A Common Stock | 21,010 |
| Option (right to buy) | \$ 76.23 | 05/04/2016 | | M | 23,304 | 01/01/2016 ⁽³⁾ 09/03/2024 | Class A Common Stock | 23,304 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Demsey John THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153 | | | Group President | |

Signatures

John Demsey, by Maureen Sladek,
attorney-in-fact

05/05/2016

__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 31,982 shares exercisable from and after January 1, 2014; 31,982 shares exercisable from and after January 1, 2015; 31,982 shares exercisable from and after January 1, 2016.
- (2) Stock Options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 21,009 shares exercisable from and after January 1, 2015; 21,010 shares exercisable from and after January 1, 2016; 21,010 shares exercisable from and after January 1, 2017.
- (3) Stock Options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 23,304 shares exercisable from and after January 1, 2016; 23,304 shares exercisable from and after January 1, 2017; 23,305 shares exercisable from and after January 1, 2018.

- The number of securities reported represents an aggregated 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.
- (4) Sales prices range from \$92.02 to \$93.00.
 - (5) Sales prices range from \$93.06 to \$93.07.
 - (6) Not Applicable
 - (7) In addition to the remaining options described in the table, the Reporting Person also has options to purchase at various prices 150,193 shares of Class A Common Stock, none 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.