

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

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 *
 1992 GRAT REMAINDER TRUST
 FBO GARY LAUDER

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)
 767 FIFTH AVENUE,
 (Street)

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

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

NEW YORK, NY 10153

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	05/19/2010		S(1)	(2)	4,300	D	\$ 59.8221 (2) (12)
Class A Common Stock	05/19/2010		S(1)	(2)	700	D	\$ 60.2743 (2) (14)
Class A Common Stock	05/20/2010		S(1)	(2)	5,000	D	\$ 58.5008 (2) (11)
Class A Common	05/19/2010		S(7)	(2)	8,700	D	\$ 59.8257

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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. Price or Value 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	(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

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- (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.

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

- (10) 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. 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.