

1992 GRAT REMAINDER TRUST FBO GARY LAUDER  
 Form 4  
 December 07, 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 \*  
 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)  
 12/03/2010

\_\_\_\_ 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  
 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 (D) Price			
Class A Common Stock	12/03/2010		S(1)	5,000 (2) D 77.2746 (2) (10)	302,180	D (3) (4) (5)	
Class A Common Stock	12/06/2010		S(1)	5,000 (2) D 77.5482 (2) (11)	297,180	D (3) (4) (5)	
Class A Common Stock					634,331	I (4) (5) (6)	by 1992 GRAT Remainder Trust f/b/o WPL

Class A Common Stock	79,848	D <u>(7)</u>	
Class A Common Stock	5,234	I <u>(8)</u>	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	<u>(9)</u>					<u>(9)</u>	<u>(9)</u>			Class A Common Stock	634,152
Class B Common Stock	<u>(9)</u>					<u>(9)</u>	<u>(9)</u>			Class A Common Stock	3,262,800
Class B Common Stock	<u>(9)</u>					<u>(9)</u>	<u>(9)</u>			Class A Common Stock	22,870

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
1992 GRAT REMAINDER TRUST FBO GARY		X		Trust with

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LAUDER Insider  
767 FIFTH AVENUE  
NEW YORK, NY 10153

LAUDER GARY M X  
767 FIFTH AVENUE  
NEW YORK, NY 10153

Lauder William P  
C/O THE ESTEE LAUDER COMPANIES INC. X X Executive  
767 FIFTH AVENUE Chairman  
NEW YORK, NY 10153

Signatures

1992 GRAT RemainderTrust F/B/O Gary Lauder, by Spencer G. Smul, Attorney-in-fact 12/07/2010

Signature of Reporting Person Date

Gary M. Lauder, by Spencer G. Smul, Attorney-in-fact 12/07/2010

Signature of Reporting Person Date

William P. Lauder, by Spencer G. Smul, Attorney-in-fact 12/07/2010

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 May 3, 2010. 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, Gary M. Lauder ("GML"),
- (2) 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) Owned by WPL directly.
- (8) Owned by WPL indirectly, in custody for his children.
- (9) 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.
- (10) Sales prices range from \$77.08 to \$77.75 per share, inclusive.
- (11) Sales prices range from \$77.25 to \$78.02 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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