

1992 GRAT REMAINDER TRUST FBO WILLIAM LAUDER
Form 4
August 27, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 WILLIAM 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)
08/23/2012

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
Trust with Insider Trustee

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	(D)	Price
Class A Common Stock					753,277	D	(1) (2) (3)
Class A Common Stock	08/23/2012		S ⁽⁴⁾		3,513	D	\$ 60.02
							(5) (6)
Class A Common Stock	08/24/2012		S ⁽⁴⁾		80,000	D	\$ 60.07
							(5) (7)
Class A Common					225,176	D	(8)

Stock							
Class A Common Stock				10,468	I <u>(9)</u>		by children of WPL
Class A Common Stock				24,360	I <u>(2)</u> <u>(3)</u> <u>(10)</u>		WPL is a trustee of the GML GRAT Remainder Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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)	8. Price			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(11)</u>					<u>(11)</u>	<u>(11)</u>			Class A Common Stock	1,268,304
Class B Common Stock	<u>(11)</u>					<u>(11)</u>	<u>(11)</u>			Class A Common Stock	6,525,600
Class B Common Stock	<u>(11)</u>					<u>(11)</u>	<u>(11)</u>			Class A Common Stock	45,740

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

Officer

Other

10%
Owner

1992 GRAT REMAINDER TRUST FBO WILLIAM LAUDER 767 FIFTH AVENUE NEW YORK, NY 10153		X		Trust with Insider Trustee
Lauder William P C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153	X	X	Executive Chairman	
LAUDER GARY M 767 FIFTH AVENUE NEW YORK, NY 10153		X		

Signatures

1992 GRAT Remainder Trust F/B/O William Lauder, by Spencer G. Smul, Attorney-in-fact				08/27/2012
	**Signature of Reporting Person			Date
William P. Lauder, by Spencer G. Smul, Attorney-in-fact				08/27/2012
	**Signature of Reporting Person			Date
Gary M. Lauder, by Spencer G. Smul, Attorney-in-fact				08/27/2012
	**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) Owned by WPL GRAT Remainder Trust directly. Owned by each of William P. Lauder (WPL) and Gary M. Lauder (GML), indirectly, as a trustee of the WPL GRAT Remainder Trust.
- (2) WPL disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.
- (3) GML disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.
- (4) 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 November 23, 2011.
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 WPL GRAT Remainder Trust undertakes to provide 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.
- (5)
- (6) Sales prices in the range from \$60.00 to \$60.11 per share, inclusive.
- (7) Sales prices in the range from \$60.00 to \$60.23 per share, inclusive.
- (8) Owned by WPL directly.
- (9) Owned by WPL indirectly, in custody for his children.
- (10) Owned by GML GRAT Remainder Trust directly. Owned by each of WPL and GML, indirectly, as a trustee of the GML GRAT Remainder Trust.
- (11)

Edgar Filing: 1992 GRAT REMAINDER TRUST FBO WILLIAM LAUDER - Form 4

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.

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.