

LAUDER AERIN
Form 4
May 27, 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 *
ZINTERHOFER AERIN LAUDER TRUST U/A/D 4/24/00

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)
05/25/2010

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

C/O RICHARD D. PARSONS, 9 WEST 57TH STREET, SUITE 4700

(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 10019

(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date | 7. Title and Am Underlying Sec |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--|---|--------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--|---|--------------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|----------------------|--|----------------------|-----------------|--------------------------------------|------------------|------------------|----------------------|---|---|---|
| | | | Code V | (A) | (D) | | | | | |
| | | | | | Date Exercisable | Expiration Date | Title | A | N | S |
| Class B Common Stock | (1) | 05/25/2010 | S | 2,405,297 | (2) | (2) | Class A Common Stock | 2 | | |
| Class B Common Stock | (1) | 05/25/2010 | P | 2,405,297 | (2) | (2) | Class A Common Stock | 2 | | |
| Class B Common Stock | (1) | | | | (2) | (2) | Class A Common Stock | | | |
| Class B Common Stock | (1) | | | | (2) | (2) | Class A Common Stock | 4 | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ZINTERHOFER AERIN LAUDER TRUST U/A/D 4/24/00 C/O RICHARD D. PARSONS 9 WEST 57TH STREET, SUITE 4700 NEW YORK, NY 10019 | | X | | |
| LAUDER AERIN C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153 | X | | | |
| LAUDER JANE C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153 | X | | | |
| TRUST UNDER ARTICLE 2 OF THE ZINTERHOFER 2008 DESCENDANTS TRUST AGREEMENT C/O AERIN LAUDER 767 FIFTH AVENUE NEW YORK, NY 10153 | | X | | |

Signatures

Richard D. Parsons, Trustee, Aerin Lauer Zinterhofer 2000 Revocable Trust, by Spencer G. Smul, attorney-in-fact

05/27/2010

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| <u>Signature of Reporting Person</u> | Date |
|---|------------|
| Aerin Lauder, by Spencer G. Smul, attorney-in-fact | 05/27/2010 |
| <u>Signature of Reporting Person</u> | Date |
| Jane Lauder, by Spencer G. Smul, attorney-in-fact | 05/27/2010 |
| <u>Signature of Reporting Person</u> | Date |
| Aerin Lauder, Trustee, 2008 descendants Trust, by Spencer G. Smul, attorney-in-fact | 05/27/2010 |
| <u>Signature of Reporting Person</u> | 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) There is no conversion or exercise price for the Class B Common Stock. It is convertible into shares of Class A Common Stock on a one-for-one basis.

Shares of Class B Common Stock may be converted immediately into Class A Common Stock on a one-for-one basis by the holder and 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" 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.
- (2) Owned directly by the Aerin Lauder Zinterhofer 2002 Revocable Trust u/a/d April 24, 2000, Aerin Lauder Zinterhofer, as grantor (the "ALZ 2000 Trust"). Owned indirectly by Aerin Lauder (a/k/a Aerin Lauder Zinterhofer). Aerin Lauder Zinterhofer disclaims beneficial ownership to the extent that she does not have a pecuniary interest in such securities.
- (3) Owned directly by the Trust under Article 2 of The Zinterhofer 2008 Descendants Trust Agreement u/a/d December 24, 2008 (the "2008 Descendants Trust"). Owned indirectly by Aerin Lauder Zinterhofer and Jane Lauder as trustees of the 2008 Descendants Trust. Aerin Lauder Zinterhofer disclaims beneficial ownership to the extent that she does not have a pecuniary interest in such securities. Jane Lauder disclaims beneficial ownership to the extent that she does not have a pecuniary interest in such securities.
- (4) Owned directly by Aerin Lauder Zinterhofer.
- (5) Owned directly by the Jane A. Lauder 2003 Revocable Trust u/a/d November 6, 2003 (the "JAL 2003 Trust"). Owned by Jane Lauder indirectly. Jane Lauder disclaims beneficial ownership to the extent that she does not have a pecuniary interest in such securities.
- (6)

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.