



**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 67.31 <u>(3)</u>	09/04/2013		A	24,399	<u>(4)</u>	09/04/2023	Class A Common Stock	24,399
Restricted Stock Units (Share Payout)	\$ 0 <u>(5)</u>	09/04/2013		A	8,696 <u>(6)</u>	<u>(7)</u>	<u>(7)</u>	Class A Common Stock	8,696 <u>(6)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trower Alexandra C. THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153			EVP - Global Communications	

## Signatures

Alexandra C. Trower, by Maureen Sladek,  
attorney-in-fact

09/10/2013

\_\_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) Represents the withholding of shares for tax purposes in connection with the payout of the PSUs.
- (2) Reflects amended price of Class A Common Stock.
- (3) Reflects amended exercise price.
- (4) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 8,133 shares exercisable from and after January 1, 2015; 8,133 shares exercisable from and after January 1, 2016; and 8,133 shares exercisable from and after January 1, 2017.
- (5) Not applicable. Restricted Stock Units ("RSUs") vest and are paid out in shares of Class A Common Stock on a one-to-one basis on the applicable vesting date.

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- (6) Reflects amended number of RSUs awarded.

Assuming continued employment, the RSUs granted on September 4, 2013 will vest and be paid out as follows: 2,898 on October 31, 2014; 2,899 on November 2, 2015; and 2,899 on October 31, 2016. Assuming continued employment, the RSUs held by the Reporting

- (7) Person will vest and be paid out as follows: 9,885 on October 31, 2013; 8,410 on October 31, 2014; 5,353 on November 2, 2015; and 2,899 on October 31, 2016. Upon payout, shares will be withheld to cover minimum statutory tax obligations. RSUs are accompanied by dividend equivalent rights that will be payable in cash at the time of payout of the related shares.

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.