

1992 GRAT REMAINDER TRUST FBO GARY LAUDER  
 Form 4  
 May 05, 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)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/03/2010

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_X\_\_\_ Other (specify below)  
 Trust with Insider Trustee

C/O THE ESTEE LAUDER  
 COMPANIES INC., 767 FIFTH  
 AVENUE

(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  
 \_\_\_X\_\_\_ Form filed by More than One Reporting Person

NEW YORK, NY 10153

(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 or Price		
Class A Common Stock	05/03/2010		S <sup>(1)</sup>		\$ 35,000 (2)	D	
					66.0408 (2) (3)		
							D (4) (5) (6)
Class A Common Stock	05/04/2010		S <sup>(1)</sup>		\$ 34,000 (2)	D	
					64.8975 (2) (7)		
							D (4) (5) (6)
Class A Common Stock	05/04/2010		S <sup>(1)</sup>		\$ 1,000 (2)	D	
					65.558 (2) (8)		
							D (4) (5) (6)

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Class A Common Stock	04/29/2010		G <sup>(9)</sup> V	146,125	D	⑨	1,134,331	D <sup>(5) (6)</sup> <u>(10)</u>	
Class A Common Stock	05/03/2010		S <sup>(11)</sup>	20,000 <u>(2)</u>	D	\$ 66.041 <u>(2) (12)</u>	1,114,331	D <sup>(5) (6)</sup> <u>(10)</u>	
Class A Common Stock	05/04/2010		S <sup>(11)</sup>	19,300 <u>(2)</u>	D	\$ 64.8974 <u>(2) (13)</u>	1,095,031	D <sup>(5) (6)</sup> <u>(10)</u>	
Class A Common Stock	05/04/2010		S <sup>(11)</sup>	700 <u>(2)</u>	D	\$ 65.5571 <u>(2) (14)</u>	1,094,331	D <sup>(5) (6)</sup> <u>(10)</u>	
Class A Common Stock	04/29/2010		G <sup>(9)</sup> V	146,125	A	⑨	58,811 <sup>(15)</sup>	D <sup>(16)</sup>	
Class A Common Stock	05/03/2010		M <sup>(17)</sup>	10,000	A	\$ 43.6875	68,811	D <sup>(16)</sup>	
Class A Common Stock	05/03/2010		S <sup>(17)</sup>	10,000 <u>(2)</u>	D	\$ 66.0434 <u>(2) (18)</u>	58,811	D <sup>(16)</sup>	
Class A Common Stock	05/04/2010		M <sup>(17)</sup>	10,000	A	\$ 43.6875	68,811	D <sup>(16)</sup>	
Class A Common Stock	05/04/2010		S <sup>(17)</sup>	9,800 <u>(2)</u>	D	\$ 64.9038 <u>(2) (19)</u>	59,011	D <sup>(16)</sup>	
Class A Common Stock	05/04/2010		S <sup>(17)</sup>	200 <u>(2)</u>	D	\$ 65.605 <u>(2) (20)</u>	58,811	D <sup>(16)</sup>	
Class A Common Stock							5,234	I <sup>(6) (21)</sup>	by children of WPL

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

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(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 43.6875	05/03/2010	M <sup>(17)</sup>				10,000		<u>(22)</u>	08/16/2010	Class A Common Stock	10,000
Option (right to buy)	\$ 43.6875	05/04/2010	M <sup>(17)</sup>				10,000		<u>(22)</u>	08/16/2010	Class A Common Stock	10,000
Class B Common Stock	<u>(24)</u>								<u>(24)</u>	<u>(24)</u>	Class A Common Stock	634,150
Class B Common Stock	<u>(24)</u>								<u>(24)</u>	<u>(24)</u>	Class A Common Stock	3,262,800
Class B Common Stock	<u>(24)</u>								<u>(24)</u>	<u>(24)</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 LAUDER C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153		X		Trust with Insider Trustee
LAUDER GARY M C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153		X		
1992 GRAT REMAINDER TRUST FBO WILLIAM LAUDER C/O THE ESTEE LAUDER COMPANIES INC. 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	X	X	Executive Chairman	

NEW YORK, NY 10153

## Signatures

Spencer G. Smul, Attorney-in-fact, for 1992 GRAT Remainder Trust f/b/o Gary M. Lauder	05/05/2010
__Signature of Reporting Person	Date
Spencer G. Smul, Attorney-in-fact, for Gary M. Lauder	05/05/2010
__Signature of Reporting Person	Date
Spencer G. Smul, Attorney-in-fact, for 1992 GRAT Remainder Trust f/b/o William P. Lauder	05/05/2010
__Signature of Reporting Person	Date
Spencer G. Smul, Attorney-in-fact, for William P. Lauder	05/05/2010
__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 February 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, 1992 GRAT Remainder Trust
- (2) 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) Sales prices range from \$65.77 to \$66.34 per share, inclusive.
- (4) Owned by GML GRAT Remainder Trust directly. Owned by each of GML and WPL, indirectly, as a trustee of the GML GRAT Remainder Trust.
- (5) GML disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.
- (6) WPL disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.
- (7) Sales prices range from \$64.51 to \$65.50 per share, inclusive.
- (8) Sales prices range from \$65.51 to \$65.66 per share, inclusive.
- (9) The WPL Remainder Trust distributed for no consideration 146,125 shares of Class A Common Stock to WPL.
- (10) Owned by WPL GRAT Remainder Trust directly. Owned by each of GML and WPL, indirectly, as a trustee of the WPL GRAT Remainder Trust.
- (11) 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.
- (12) Sales prices range from \$65.78 to \$66.34 per share, inclusive.
- (13) Sales prices range from \$64.5 to \$65.48 per share, inclusive.
- (14) Sales prices range from \$65.5 to \$65.67 per share, inclusive.
- (15) Reflects the disposition by WPL of 146,125 shares of Class A Common Stock on April 29, 2010, in a transaction exempt under Rule 16a-12.
- (16) Owned by WPL directly.
- (17) WPL exercised stock options and sold the underlying 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.

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- (18) Sales prices range from \$65.78 to \$66.34 per share, inclusive.
- (19) Sales prices range from \$64.51 to \$65.50 per share, inclusive.
- (20) Sales prices range from \$65.54 to \$65.67 per share, inclusive.
- (21) Owned by WPL indirectly, in custody for his children.
- (22) 33,000 shares exercisable from and after January 1, 2003; 33,000 shares exercisable from and after January 1, 2004; 34,000 shares exercisable from and after January 1, 2005.
- (23) Not applicable.

- 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
- (24) A Common Stock on a one-for-one basis upon transfer to a person or entity that is not a "Permitted (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.

**Remarks:**

Exhibit 24.1: Power of Attorney, incorporated herein by reference.

Exhibit 99.1: Joint Filer Information, incorporated herein by reference.

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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