

1992 GRAT REMAINDER TRUST FBO WILLIAM LAUDER
 Form 4
 February 19, 2013

FORM 4

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

OMB APPROVAL

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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)
 02/14/2013

____ Director
 ____ Officer (give title below)
 10% Owner
 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
 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	(A) or (D)	Price
Class A Common Stock	02/14/2013		S(1)		50,000(2)	D	\$ 63.38(2)(3)
Class A Common Stock	02/15/2013		S(1)		48,000(2)	D	\$ 63.58(2)(7)
Class A Common Stock	02/15/2013		S(1)		2,000(2)	D	\$ 64.07(2)(8)
Class A Common							486,489
							D(9)

Stock							
Class A Common Stock				10,468	I <u>(10)</u>		by children of WPL
Class A Common Stock				24,360	I <u>(5)</u> <u>(6)</u> <u>(11)</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.

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(12)</u>					<u>(12)</u>	<u>(12)</u>	Class A Common Stock	1,268,304
Class B Common Stock	<u>(12)</u>					<u>(12)</u>	<u>(12)</u>	Class A Common Stock	6,525,600
Class B Common Stock	<u>(12)</u>					<u>(12)</u>	<u>(12)</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

02/19/2013

 **Signature of Reporting Person

Date

William P. Lauder, by Spencer G. Smul, Attorney-in-fact

02/19/2013

 **Signature of Reporting Person

Date

Gary M. Lauder, by Spencer G. Smul, Attorney-in-fact

02/19/2013

 **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) 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 May 21, 2012.

(2) 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.

(3) Sales prices in the range from \$62.84 to \$63.60 per share, inclusive.

(4) 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.

(5) WPL disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.

(6) GML disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.

(7) Sales prices in the range from \$62.99 to \$63.98 per share, inclusive.

(8) Sales prices in the range from \$63.99 to \$64.10 per share, inclusive.

(9) Owned by WPL directly.

(10) Owned by WPL indirectly, in custody for his children.

(11) Owned by GML GRAT Remainder Trust directly. Owned by each of WPL and GML, indirectly, as a trustee of the GML GRAT Remainder Trust.

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- 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
- (12)** 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.