

Demsey John  
Form 4  
February 09, 2011

**FORM 4**

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

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

## OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Demsey John

(Last) (First) (Middle)

THE ESTEE LAUDER  
COMPANIES INC., 767 FIFTH  
AVENUE

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
ESTEE LAUDER COMPANIES  
INC [EL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/07/2011

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Group President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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	02/07/2011		M		20,834	A	\$ 42.58 30,602.2
Class A Common Stock	02/07/2011		M		20,833	A	\$ 52.83 51,435.2
Class A Common Stock	02/07/2011		M		22,500	A	\$ 34 73,935.2

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Class A					\$		
Common	02/07/2011	S	83,830	D	90.5686	10,105.2	D
Stock					<u>(1)</u> <u>(7)</u>		
Class A					\$		
Common	02/07/2011	S	337	D	91.3752	9,468.2	D
Stock					<u>(1)</u> <u>(8)</u>		

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 (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)	\$ 42.58	02/03/2011		M	20,834	01/01/2009 <sup>(2)</sup> 09/21/2017	Class A Common Stock 20,834
Option (right to buy)	\$ 52.83	02/03/2011		M	20,833	01/01/2010 <sup>(3)</sup> 09/11/2018	Class A Common Stock 20,833
Option (right to buy)	\$ 34	02/03/2011		M	22,500	01/01/2011 <sup>(4)</sup> 09/02/2019	Class A Common Stock 22,500

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Demsey John THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153	Group President

## Signatures

John Demsey, by Spencer G. Smul,  
attorney-in-fact

02/09/2011

\_\_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).  
  
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 Reporting Person undertakes to provide to 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.
- (1)
- (2) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 20,833 shares exercisable from and after January 1, 2009; 20,833 shares exercisable from and after January 1, 2010; 20,834 shares exercisable from and after January 1, 2011.
- (3) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 20,833 shares exercisable from and after January 1, 2010; 20,833 shares exercisable from and after January 1, 2011; 20,834 shares exercisable from and after January 1, 2012.
- (4) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 22,500 shares exercisable from and after January 1, 2011; 22,500 shares exercisable from and after January 1, 2012; 22,500 shares exercisable from and after January 1, 2013.
- (5) Not Applicable
- (6) The Reporting Person also has options to purchase at various prices 147,562 shares of Class A Common Stock none of which are currently exercisable.
- (7) Sales prices range from \$90.30 to \$91.27 per share, inclusive.
- (8) Sales prices range from \$91.35 to \$91.39 per share, inclusive.

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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