Trower Alexandra C. Form 4

February 11, 2013

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. See Instruction

1(b).

(Last)

AVENUE

(Print or Type Responses)

1. Name and Address of Reporting Person * Trower Alexandra C.

(First)

2. Issuer Name and Ticker or Trading

Symbol

ESTEE LAUDER COMPANIES

INC [EL]

(Month/Day/Year) 02/07/2013

3. Date of Earliest Transaction

X_ Officer (give title below)

COMPANIES INC., 767 FIFTH

(Middle)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

EVP - Global Communications

10% Owner Other (specify

OMB APPROVAL

Estimated average

burden hours per

Expires:

response...

3235-0287

January 31,

2005

0.5

Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

NEW YORK, NY 10153

THE ESTEE LAUDER

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)		tion Date 2A. Deemed ay/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired (A) omr Disposed of (D) (Instr. 3, 4 and 5) (A) or			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)
Class A Common Stock	02/07/2013		Code V M	Amount 21,668	(D)	Price \$ 17 (1)	46,937	D	
Class A Common Stock	02/07/2013		M	25,224	A	\$ 29.04 (2)	72,161	D	
Class A Common Stock	02/07/2013		M	15,344	A	\$ 49.085 (3)	87,505	D	

Edgar Filing: Trower Alexandra C. - Form 4

Class A

\$ 62.25 62,886 24,619 D S Common 02/07/2013 D

Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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 or 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Option (right to buy)	\$ 17 <u>(1)</u>	02/07/2013		M	21,668	01/01/2011(1)	09/02/2019	Class A Common Stock	21,668
Option (right to buy)	\$ 29.04 (2)	02/07/2013		M	25,224	01/01/2012(2)	09/02/2020	Class A Common Stock	25,224
Option (right to buy)	\$ 49.085 (3)	02/07/2013		M	15,344	01/01/2013(3)	09/01/2021	Class A Common Stock	15,344

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Trower Alexandra C. THE ESTEE LAUDER COMPANIES INC.

EVP - Global Communications

767 FIFTH AVENUE NEW YORK, NY 10153

Signatures

Alexandra C. Trower, by Spencer G. Smul, 02/11/2013 attorney-in-fact

> Date **Signature of Reporting Person

Reporting Owners 2

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) Stock Options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 21,666 shares exercisable from and after January 1, 2011; 21,666 shares exercisable from and after January 1, 2012; 21,668 shares exercisable from and after January 1, 2013.
- (2) Stock Options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 25,222 shares exercisable from and after January 1, 2012; 25,224 shares exercisable from and after January 1, 2013; 25,224 shares exercisable from and after January 1, 2014.
- (3) Stock Options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 15,344 shares exercisable from and after January 1, 2013; 15,344 shares exercisable from and after January 1, 2014; 15,344 shares exercisable from and after January 1, 2015.
- 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.
- (5) Sales prices range from \$62.10 to \$62.51 per share, inclusive.
- (6) Not Applicable
- (7) In addition to the remaining options described in the table, the Reporting Person also has options to purchase 39,823 shares of Class A Common Stock at \$59.78 per share.

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.