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1992 GRAT REMAINDER TRUST FBO WILLIAM LAUDER

Form 4

February 14, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

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January 31, 2005

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obligations

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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).

(Print or Type Responses)

1. Name and Adda 1992 GRAT R	•	_	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
FBO WILLIAM LAUDER			ESTEE LAUDER COMPANIES INC [EL]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	DirectorX 10% Owner Officer (give titleX Other (specify			
767 FIFTH AVENUE,			02/12/2013	below) below) Trust with Insider Trustee			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year)				Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting			

NEW YORK, NY 10153

11277 10111,111 10133			Person							
	(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	rities Acq	uired, Disposed o	of, or Beneficia	ally Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			Beneficially Form: Owned Direct (Following or Indir Reported (I) Transaction(s) (Instr. 4	Ownership Form: Direct (D) or Indirect	Beneficial) Ownership	
	Class A Common Stock	02/12/2013		Code V S(1)	Amount 50,000 (2)	(D)	Price \$ 62.57 (2) (3)	(Instr. 3 and 4) 618,662	D (4) (5) (6)	
	Class A Common Stock	02/13/2013		S <u>(1)</u>	50,000 (2)	D	\$ 62.92 (2) (7)	568,662	D (4) (5) (6)	
	Class A Common Stock							486,489	D (8)	
	Class A Common							10,468	I (9)	by children of WPL

Stock

			WPL 1s a
Class A			trustee of
Class A	24.260	~ (5) (C) (10)	the GML
Common	24,360	I (5) (6) (10)	GRAT
Stock			Remainder
			Kemamuei
			Trust

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

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SEC 1474 (9-02)

> 8. Prio Deriv Secur (Instr.

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. Transactic Code (Instr. 8)	5. onNumber 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
Class B Common Stock	(11)					<u>(11)</u>	<u>(11)</u>	Class A Common Stock	1,268,304
Class B Common Stock	(11)					<u>(11)</u>	<u>(11)</u>	Class A Common Stock	6,525,600
Class B Common Stock	(11)					(11)	(11)	Class A Common Stock	45,740

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director 10% Owner	Officer	Other			
1992 GRAT REMAINDER TRUST FBO WILLIAM LAUDER	X		Trust with Insider Trustee			

Reporting Owners 2

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767 FIFTH AVENUE NEW YORK, NY 10153

Lauder William P

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

X

Executive
Chairman

NEW YORK, NY 10153

LAUDER GARY M

767 FIFTH AVENUE

NEW YORK, NY 10153

Signatures

1992 GRAT Remainder Trust F/B/O William Lauder, by Spencer G. Smul,

Attorney-in-fact 02/14/2013

**Signature of Reporting Person Date

X

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

02/14/2013 Date

**Signature of Reporting Person

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

02/14/2013

**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.
- 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 \$62.50 to \$62.70 per share, inclusive.
- 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 \$63.12 to \$62.74 per share, inclusive.
- (8) Owned by WPL directly.
- (9) Owned by WPL indirectly, in custody for his children.
- (10) Owned by GML GRAT Remainder Trust directly. Owned by each of WPL and GML, indirectly, as a trustee of the GML GRAT Remainder Trust.

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

(11) 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.

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