

ESTEE LAUDER COMPANIES INC
Form 4
October 08, 2002

FORM 4

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

OMB APPROVAL

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

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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

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| 1. Name and Address of Reporting Person* Lauder, Gary M. (Last) (First) (Middle) | | | 2. Issuer Name and Ticker or Trading Symbol The Estee Lauder Companies Inc. | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> <input type="checkbox"/> Other (specify below) | | | | | |
|---|--------------------------------------|--|---|-----------------------|---|----------------------------|--|--|---|--|--|--|
| ICTV Inc. 14600 Winchester Blvd. (Street) Los Gatos, CA 95030 | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Day/Year 09/26/2002 | | 5. If Amendment, Date of Original (Month/Day/Year) | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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) | 3. Transaction Code V | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | 4. Amount (A) or Price (D) | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| Class A Common Stock | 09/26/02 | | G | V | 6,545 D | | 73,375 | D | | | | |
| Class A Common Stock | | | | | | | 2,355,782 | I | By GRAT ⁽¹⁾ | | | |
| Class A Common Stock | | | | | | | 943,454 | I | By the Gary M. Lauder Revocable Trust ⁽²⁾ | | | |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 | 3A. Deemed Execution | 4. Transaction | 5. Number of | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Number of Derivative Securities | 10. Ownership | 11. Nature of Indirect Beneficial |
|---------------------------------|---------------------------|----------------|----------------------|----------------|--------------|---|-----------------------------------|---------------------------------|------------------------------------|---------------|-----------------------------------|
|---------------------------------|---------------------------|----------------|----------------------|----------------|--------------|---|-----------------------------------|---------------------------------|------------------------------------|---------------|-----------------------------------|

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| (Instr. 3) | Price of Derivative Security | Date (Month/Day/Year) | Date, if any (Month/Day/Year) | Code (Instr. 8) | Derivative Securities (Instr. 3, 4 & 5) | | | Month/Day/Year | Securities (Instr. 3 & 4) | | (Instr. 5) | Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
|------------|------------------------------|-----------------------|-------------------------------|-----------------|---|---|-----|----------------|---------------------------|------------------|------------|---|--|----------------------|
| | | | | | Code | V | (A) | | (D) | Date Exercisable | | | | |
| | | | | | | | | | | | | | | |

Explanation of Responses:

(1) The Reporting Person is Trustee of the 1992 Leonard A. Lauder Grantor Retained Annuity Trust (the "GRAT"). The Reporting Person disclaims beneficial ownership to the extent he does not have a pecuniary interest in such securities.

(2) The full name of the Trust is: The Gary M. Lauder Revocable Trust u/a August 10, 2000, Gary M. Lauder, Settlor. The Reporting Person disclaims beneficial ownership to the extent he does not have a pecuniary interest in such securities.

(3) POWER OF ATTORNEY Know all by these presents, that the undersigned hereby constitutes and appoints each of Paul E. Konney, Spencer G. Smul, Moira A. Pastre, Nancy M. Louden, Seth E. Herbert and Kerrian Thomas, signing singly, the undersigned's true and lawful attorney-in-fact to:(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of The Estee Lauder Companies Inc. (the "Company") or as a stockholder of the Company or as a trustee of a stockholder of the Company, Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with, or liabilities that may arise under, Section 16 of the Securities Exchange Act of 1934. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of August, 2002. Signature: /s/Gary M. Lauder

By: /s/ **Spencer G. Smul**⁽³⁾ **10/08/02**
Attorney-in-Fact Date
 **Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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