

LAUDER AERIN
Form 4
December 07, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ZINTERHOFER AERIN LAUDER TRUST U/A/D 4/24/00

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2011

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

C/O RICHARD D. PARSONS, 9 WEST 57TH STREET, SUITE 4700

(Street)

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

NEW YORK, NY 10019

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 12/06/2011 | | M | 93,000 | A | \$ 112.65 | D |
| Class A Common Stock | 12/06/2011 | | S | 80,060 | D | \$ 113.19 | D |
| Class A Common Stock | 12/06/2011 | | S | 12,940 | D | 0 | D |
| Class A Common Stock | | | | | | 846 | D |

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Common
Stock

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 |
| Class B Common Stock | (6) | 12/06/2011 | | M | 93,000 | (7) (7) | Class A Common Stock 93,000 |
| Class B Common Stock | (6) | | | | | (7) (7) | Class A Common Stock 750,000 |
| Class B Common Stock | (6) | | | | | (7) (7) | Class A Common Stock 2,405,297 |
| Class B Common Stock | (6) | | | | | (7) (7) | Class A Common Stock 5,004,796 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ZINTERHOFER AERIN LAUDER TRUST U/A/D 4/24/00 C/O RICHARD D. PARSONS 9 WEST 57TH STREET, SUITE 4700 NEW YORK, NY 10019 | | | X | |
| LAUDER AERIN C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE | X | X | | |

NEW YORK, NY 10153

Signatures

Richard D. Parsons, Trustee, Aerin Lauder Zinterhofer 2000 Revocable Trust, by Spencer G. Smul, attorney-in-fact 12/07/2011

__Signature of Reporting Person Date

Aerin Lauder, by Spencer G. Smul, attorney-in-fact 12/07/2011

__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).

(1) Not applicable.

(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 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.

(3) Sales prices range from \$112.15 to \$113.14 per share, inclusive.

(4) Sales prices range from \$113.15 to \$113.25 per share, inclusive.

(5) Owned directly by Aerin Lauder Zinterhofer.

(6) There is no conversion or exercise price for the Class B Common Stock. It is convertible into shares of Class A Common Stock on a one-for-one basis.

(7) Shares of Class B Common Stock may be converted immediately into Class A Common Stock on a one-for-one basis by the holder and are automatically converted into Class A Common Stock on a one-for-one basis upon transfer to a person or entity that is not a "Permitted Transferee" 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.

(8) Owned directly by the Trust under Article 2 of The Zinterhofer 2008 Descendants Trust Agreement u/a/d December 24, 2008 (the "2008 Descendants Trust"). Owned indirectly by Aerin Lauder Zinterhofer as co-trustee of the 2008 Descendants Trust. Aerin Lauder Zinterhofer disclaims beneficial ownership to the extent that she does not have a pecuniary interest in such securities.

(9) Owned indirectly as Trustee and ultimate beneficial owner of the Aerin Lauder Zinterhofer 2008 Grantor Retained Annuity Trust (the "2008 GRAT") and with respect to which she has sole voting and investment power. Aerin Lauder Zinterhofer disclaims beneficial ownership to the extent that she does not have a pecuniary interest in such securities.

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.