

Edgar Filing: ESTEE LAUDER COMPANIES INC - Form 4

ESTEE LAUDER COMPANIES INC

Form 4

September 09, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
 Ronald S. Lauder (1),
 The Estee Lauder Companies Inc.
 767 Fifth Avenue
 New York, NY 10153
2. Issuer Name and Ticker or Trading Symbol
 The Estee Lauder Companies Inc.
 EL
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 8/31/2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director (X) 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Chairman of Clinique Laboratories, Inc.
7. Individual or Joint/Group Filing (Check Applicable Line)
 () Form filed by One Reporting Person
 (X) Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security | 2. Transaction Date | 3. Transaction Code | 4. Securities Acquired (A) or Disposed of (D) Amount | 5. Amount of Securities Beneficially Owned at End of Month |
|----------------------|---------------------|---------------------|--|--|
| Class A Common Stock | 08/08/2002 | G | V 112,300 | D 1,187,700 |
| Class A Common Stock | | | | 1,000,000 |
| Class A Common Stock | | | | 3,182 |
| Class A Common Stock | | | | 15,384 |

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative | 3. Transaction Date | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Put or Call |
|---------------------------------|---|---------------------|---------------------|--|---|--|----------------|
|---------------------------------|---|---------------------|---------------------|--|---|--|----------------|

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| Active | Secur-ity | Date | Code | V | Amount | A/Exer-able | tion | Date | Title and Number of Shares |
|--------|-----------|------|------|---|--------|-------------|------|------|----------------------------|
| | | | | | | | | | |

Explanation of Responses:

Joint Filer Information

(1) Designated filer on behalf of (a) the Reporting Person, Ronald S. Lauder ("RSL"), a Director, executive officer (Chairman Clinique Laboratories, Inc.) and a 10% owner of the Issuer, (b) Leonard A. Lauder ("LAL"), Chairman of the Board of Directors and a 10% owner of the Issuer, and (c) Evelyn H. Lauder ("EHL") (who is the wife of LAL), an executive officer (Senior Corporate Vice President) of the Issuer.

(2) On August 8, 2002, the Estee Lauder 2001 Charitable Trust ("the EL 2001 Charitable Trust") made a gift of 112,300 shares of Class A Common Stock to a charity. These shares were owned indirectly by RSL as co-Trustee and beneficiary of the EL 2001 Charitable Trust and LAL as co-Trustee and beneficiary of the EL 2001 Charitable Trust. Of the shares given, 112,300 shares were given as a gift to the ISOA Trust of which LAL and RSL are co-Trustees and beneficiaries. RSL and LAL each disclaim beneficial ownership of shares owned by the EL 2001 Charitable Trust and the ISOA Trust to the extent they do not have a pecuniary interest in such securities. EHL disclaims beneficial ownership of the securities owned indirectly by her husband, LAL, through the EL 2001 Charitable Trust. After these gifts, the amounts of Class A Common Stock beneficially owned by:

(a) RSL includes (i) 1,000,000 shares held directly (does not include the ownership of 24,255,555 shares of Class B Common Stock which are convertible to a like number of shares of Class A Common Stock), (ii) 3,182 shares held indirectly as Trustee of The Descendants of Ronald S. Lauder 1966 Trust (does not include the ownership of 3,182 shares of Class B Common Stock which are convertible to a like number of shares of Class A Common Stock), (iii) 15,384 shares held indirectly as a general partner of Lauder & Sons L.P. (RSL is also a Trustee of The 1995 Estee Lauder RSL Trust, which is also a general partner of Lauder & Sons L.P.) (does not include the ownership of 3,846,154 shares of Class B Common Stock which are convertible to a like number of shares of Class A Common Stock), and (iv) 1,187,700 shares held indirectly as co-Trustee and beneficiary of the EL 2001 Charitable Trust. RSL disclaims beneficial ownership of the shares in clauses (ii), (iii) and (iv) to the extent he does not have a pecuniary interest in such securities. RSL has a short position of 7,394,986 shares of Class A Common Stock established prior to the Issuer's initial public offering.

(b) LAL includes (i) 5,150,269 shares held directly, (ii) 2,355,782 shares indirectly as grantor of a grantor retained annuity trust (does not include the ownership of 3,829,216 shares of Class B Common Stock which are convertible into a like number of shares of Class A Common Stock), (iii) 3,579,302 shares indirectly as the sole individual general partner of LAL Family Partners L.P. and the majority stockholder of LAL Family Corporation, which is the sole corporate partner of LAL Family Partners L.P. (a limited partnership in which LAL has sole voting and investment power) (does not include the ownership of 42,705,540 shares of Class B Common Stock which are convertible into a like number of shares of Class A Common Stock), (iv) 15,384 shares indirectly as a general partner of Lauder & Sons L.P. (LAL is also a trustee of The 1995 Estee Lauder LAL Trust, which is also a general partner of Lauder & Sons L.P.) (does not include the ownership of 3,846,154 shares of Class B Common Stock which are convertible into a like number of shares of Class A Common Stock), (v) 1,187,700 shares held

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indirectly as co-Trustee and beneficiary of the EL 2001 Charitable Trust, and (vi) 390,000 shares indirectly which are held directly by his wife, EHL. LAL disclaims beneficial ownership of the shares in clauses (ii), (iii), (iv) and (v) to the extent he does not have a pecuniary interest in such securities and he disclaims beneficial ownership of the shares in clause (vi) owned by his wife.

(c) EHL includes (i) 390,000 shares held directly, (ii) 5,150,269 shares held directly by her husband, LAL, and (iii) 7,138,168 shares held indirectly by her husband, LAL (see (b) (ii), (iii) and (iv) above regarding Class B shares).

EHL disclaims beneficial ownership of securities owned directly and indirectly by her husband,
LAL.

Name: Ronald S.

Lauder

Address: The Estee Lauder Companies

Inc.

767 Fifth

Avenue

New York, NY

10153

Designated Filer: Ronald S.

Lauder

Issuer and Ticker Symbol: The Estee Lauder Companies Inc.

(EL)

Date of Event Requiring Statement:

8/31/2002

Signature: /s/ Ronald S.

Lauder

Name: Leonard A.

Lauder

Address: The Estee Lauder Companies

Inc.

767 Fifth

Avenue

New York, NY

10153

Designated Filer: Ronald S.

Lauder

Issuer and Ticker Symbol: The Estee Lauder Companies Inc.

(EL)

Date of Event Requiring Statement:

8/31/2002

Signature: /s/ Leonard A.

Lauder

Name: Evelyn H.

Lauder

Address: The Estee Lauder Companies

Inc.

767 Fifth

Avenue

New York, NY

10153

Designated Filer: Ronald S.

Lauder

Issuer and Ticker Symbol: The Estee Lauder Companies Inc.

(EL)

Date of Event Requiring Statement:

8/31/2002

Signature: /s/ Evelyn H.

Lauder