

1992 GRAT REMAINDER TRUST FBO WILLIAM LAUDER
 Form 4
 August 23, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 1992 GRAT REMAINDER TRUST
 FBO WILLIAM LAUDER

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)
 767 FIFTH AVENUE,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/21/2012

____ Director 10% Owner
 ____ Officer (give title below) Other (specify below)
 Trust with Insider Trustee

NEW YORK, NY 10153

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

(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)
Class A Common Stock					868,662 ⁽¹⁾	D ⁽²⁾ ⁽³⁾ ⁽⁴⁾	
Class A Common Stock	08/21/2012		S ⁽⁵⁾	80,000 ₍₆₎ D	\$ 60.52 ₍₆₎ ₍₇₎ 788,662	D ⁽²⁾ ⁽³⁾ ⁽⁴⁾	
Class A Common Stock	08/22/2012		S ⁽⁵⁾	35,385 ₍₆₎ D	\$ 60.02 ₍₆₎ ₍₈₎ 753,277	D ⁽²⁾ ⁽³⁾ ⁽⁴⁾	
Class A Common					225,176 ⁽⁹⁾	D ⁽¹⁰⁾	

Stock				
Class A Common Stock		10,468 <u>(11)</u>	I <u>(12)</u>	by children of WPL
Class A Common Stock		24,360 <u>(13)</u>	I <u>(3)</u> <u>(4)</u> <u>(14)</u>	WPL is a trustee of the GML GRAT Remainder Trust

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

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

SEC 1474
(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. 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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class B Common Stock	<u>(15)</u>					<u>(15)</u>	<u>(15)</u>	Class A Common Stock	1,268 <u>(1)</u>
Class B Common Stock	<u>(15)</u>					<u>(15)</u>	<u>(15)</u>	Class A Common Stock	6,525 <u>(1)</u>
Class B Common Stock	<u>(15)</u>					<u>(15)</u>	<u>(15)</u>	Class A Common Stock	45,740 <u>(1)</u>
Class A Common Stock	\$ 17.5 <u>(19)</u>					01/01/2007 ⁽¹⁹⁾	09/26/2015 ⁽¹⁹⁾	Class A Common Stock	300 <u>(1)</u>
Class A Common Stock	\$ 19.78 <u>(20)</u>					01/01/2008 ⁽²⁰⁾	09/20/2016 ⁽²⁰⁾	Class A Common Stock	300 <u>(2)</u>

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Class A Common Stock	\$ 21.29 <u>(21)</u>	01/01/2009 ⁽²¹⁾	09/21/2017 ⁽²¹⁾	Class A Common Stock	300, <u>(2)</u>
Class A Common Stock	\$ 26.42 <u>(22)</u>	01/01/2010 ⁽²²⁾	09/11/2018 ⁽²²⁾	Class A Common Stock	300, <u>(2)</u>
Class A Common Stock	\$ 17 ⁽²³⁾ <u>(23)</u>	01/01/2011 ⁽²³⁾	09/02/2019 ⁽²³⁾	Class A Common Stock	177, <u>(2)</u>
Class A Common Stock	\$ 29.04 <u>(24)</u>	01/01/2012 ⁽²⁴⁾	09/01/2020 ⁽²⁴⁾	Class A Common Stock	124, <u>(2)</u>
Class A Common Stock	\$ 49.09 <u>(25)</u>	01/01/2013 ⁽²⁵⁾	09/01/2021 ⁽²⁵⁾	Class A Common Stock	67,05
Restricted Stock Units (Share Payout)	<u>(26)</u>	<u>(27)</u>	<u>(27)</u>	Class A Common Stock	44,33

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
1992 GRAT REMAINDER TRUST FBO WILLIAM LAUDER 767 FIFTH AVENUE NEW YORK, NY 10153		X		Trust with Insider Trustee
Lauder William P C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153	X	X	Executive Chairman	
LAUDER GARY M 767 FIFTH AVENUE NEW YORK, NY 10153		X		

Signatures

1992 GRAT Remainder Trust F/B/O William Lauder, by Spencer G. Smul, Attorney-in-fact	08/23/2012
__Signature of Reporting Person	Date
William P. Lauder, by Spencer G. Smul, Attorney-in-fact	08/23/2012

**Signature of Reporting Person

Date

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

08/23/2012

 **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) On January 20, 2012, the Class A Common Stock of the Issuer split 2-for-1, resulting in ownership by the 1992 GRAT Remainder Trust f/b/o William P. Lauder ("WPL GRAT Remainder Trust") of 434,331 additional shares of Class A Common Stock.
- (2) 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.
- (3) WPL disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.
- (4) GML disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.
- (5) 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 November 23, 2011.
- (6) 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.
- (7) Sales prices in the range from \$60.15 to \$61.01 per share, inclusive.
- (8) Sales prices in the range from \$60.00 to \$60.10 per share, inclusive.
- (9) On January 20, 2012, the Class A Common Stock of the Issuer split 2-for-1, resulting in WPL's ownership of 112,588 additional shares of Class A Common Stock.
- (10) Owned by WPL directly.
- (11) On January 20, 2012, the Class A Common Stock of the Issuer split 2-for-1, resulting in WPL's indirect ownership of 5,234 additional shares of Class A Common Stock.
- (12) Owned by WPL indirectly, in custody for his children.
- (13) On January 20, 2012, the Class A Common Stock of the Issuer split 2-for-1, resulting in ownership by the 1992 GRAT Remainder Trust f/b/o Gary M. Lauder ("GML GRAT Remainder Trust") of 12,180 additional shares of Class A Common Stock.
- (14) Owned by GML GRAT Remainder Trust directly. Owned by each of WPL and GML, indirectly, as a trustee of the GML GRAT Remainder Trust.
- (15) 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 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.
- (16) On January 20, 2012, the Class A Common Stock of the Issuer split 2-for-1, resulting in the WPL GRAT Remainder Trust's ownership of 634,152 additional shares of Class B Common Stock.
- (17) On January 20, 2012, the Class A Common Stock of the Issuer split 2-for-1, resulting in WPL's ownership of 3,262,800 additional shares of Class B Common Stock.
- (18) On January 20, 2012, the Class A Common Stock of the Issuer split 2-for-1, resulting in WPL's indirect ownership of 22,870 additional shares of Class B Common Stock.
- (19) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 100,000 shares exercisable from and after January 1, 2007; 100,000 shares exercisable from and after January 1, 2008; and 100,000 shares exercisable from and after January 1, 2009. This option was previously reported as covering 50,000 shares exercisable from and after January 1, 2007; 50,000 shares exercisable from and after January 1, 2008; and 50,000 shares exercisable from and after January 1, 2009 at an exercise price of \$35.00, but has been adjusted in this report to reflect the stock split that occurred on January 20, 2012.

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- (20) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 100,000 shares exercisable from and after January 1, 2008; 100,000 shares exercisable from and after January 1, 2009; and 100,000 shares exercisable from and after January 1, 2010. This option was previously reported as covering 50,000 shares exercisable from and after January 1, 2008; 50,000 shares exercisable from and after January 1, 2009; and 50,000 shares exercisable from and after January 1, 2010 at an exercise price of \$39.56, but has been adjusted in this report to reflect the stock split that occurred on January 20, 2012.
- (21) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 100,000 shares exercisable from and after January 1, 2009; 100,000 shares exercisable from and after January 1, 2010; and 100,000 shares exercisable from and after January 1, 2011. This option was previously reported as covering 50,000 shares exercisable from and after January 1, 2009; 50,000 shares exercisable from and after January 1, 2010; and 50,000 shares exercisable from and after January 1, 2011 at an exercise price of \$42.58, but has been adjusted in this report to reflect the stock split that occurred on January 20, 2012.
- (22) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 100,000 shares exercisable from and after January 1, 2010; 100,000 shares exercisable from and after January 1, 2011; and 100,000 shares exercisable from and after January 1, 2012. This option was previously reported as covering 50,000 shares exercisable from and after January 1, 2010; 50,000 shares exercisable from and after January 1, 2011; and 50,000 shares exercisable from and after January 1, 2012 at an exercise price of \$52.83, but has been adjusted in this report to reflect the stock split that occurred on January 20, 2012.
- (23) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 59,100 shares exercisable from and after January 1, 2011; 59,102 shares exercisable from and after January 1, 2012; and 59,102 shares exercisable from and after January 1, 2013. This option was previously reported as covering 29,550 shares exercisable from and after January 1, 2011; 29,551 shares exercisable from and after January 1, 2012; and 29,551 shares exercisable from and after January 1, 2013 at an exercise price of \$34.00, but has been adjusted in this report to reflect the stock split that occurred on January 20, 2012.
- (24) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 41,376 shares exercisable from and after January 1, 2012; 41,378 shares exercisable from and after January 1, 2013; and 41,378 shares exercisable from and after January 1, 2014. This option was previously reported as covering 20,688 shares exercisable from and after January 1, 2012; 20,689 shares exercisable from and after January 1, 2013; and 20,689 shares exercisable from and after January 1, 2014 at an exercise price of \$58.08, but has been adjusted in this report to reflect the stock split that occurred on January 20, 2012.
- (25) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 22,352 shares exercisable from and after January 1, 2013; 22,352 shares exercisable from and after January 1, 2014; and 22,352 shares exercisable from and after January 1, 2015. This option was previously reported as covering 11,176 shares exercisable from and after January 1, 2013; 11,176 shares exercisable from and after January 1, 2014; and 11,176 shares exercisable from and after January 1, 2015 at an exercise price of \$98.17, but has been adjusted in this report to reflect the stock split that occurred on January 20, 2012.
- (26) Not Applicable. Restricted Stock Units vest and are paid out in shares of Class A Common Stock on a one-to-one basis on the applicable vesting date.
- (27) These Restricted Stock Units are from the grants dated September 2, 2009, September 1, 2010, and September 1, 2011, which will vest and pay out as follows: 23,706 on October 31, 2012; 13,902 on October 31, 2013; and 6,728 on October 31, 2014. These Restricted Stock Units were previously reported as paying out as follows: 11,853 on October 31, 2012; 6,951 on October 31, 2013; and 3,364 on October 31, 2014, but have been adjusted in this report to reflect the stock split that occurred on January 20, 2012.

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.