

ESTEE LAUDER COMPANIES INC
Form 4
May 15, 2015

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 *
LAUDER RONALD S

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)
05/14/2015

___ Director ___X___ 10% Owner
___X___ Officer (give title below) ___ Other (specify below)
Chairman, Clinique Labs, LLC

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___X___ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

NEW YORK, NY 10153

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----------|--|------------------|
| | | | | | Code | V | (A) | (D) | Date Exercisable |
| Forward sale contract (obligation to sell) | (1) (2) (3) (4) | 08/19/2013 | | J/K(1)(2)(3)(4) | | | 2,000,000 | 08/19/2016 | 08/19/2016 |
| Forward sale contract (obligation to sell) | (1) (2) (3) (4) | 05/14/2015 | | J/K(1)(2)(3)(4) | | | 2,000,000 | 05/15/2017 | 05/15/2017 |
| Class B Common Stock | (5) | | | | | | | (5) | (5) |
| Class B Common Stock | (5) | | | | | | | (5) | (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LAUDER RONALD S C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153 | | X | Chairman, Clinique Labs, LLC | |

Signatures

Ronald S. Lauder, by /s/ Maureen Sladek,
Attorney-in-fact

05/15/2015

____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 August 19, 2013, the reporting person entered into an amended prepaid variable forward sale contract (the "Prior Contract") with an unaffiliated third party buyer. On May 14, 2015, the reporting person amended the Prior Contract (the "Amended Contract") which extended the maturity date on the outstanding prepaid variable forward contract from August 19, 2016 to May 15, 2017. The contract obligates the reporting person to deliver to the buyer up to 2,000,000 shares of EL Class A Common Stock (or, at the reporting person's

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election, an equivalent amount of cash based on the market price of EL Class A Common Stock at the time) following the maturity date of the contract subject to acceleration.

In exchange for assuming this obligation under the original prepaid variable forward sale contract in June 2011, the reporting person received a cash payment at that time. No payments were made by either party in connection with the Amended Contract. The reporting person has pledged 2,000,000 shares of EL Class B Common Stock (the "Pledged Shares") to secure his obligations under the Amended

- (2) Contract, but retained voting and certain dividend rights in the Pledged Shares during the term of the pledge. Under the Amended Contract, the number of shares of EL Class A Common Stock to be delivered to the buyer at settlement will be based on the following formula, which references a settlement price that will be determined by the arithmetic mean of the closing prices of EL Class A Common Stock on each of the five trading days up to, and including, the maturity date (the "Settlement Price"):

- (3) (A) if the Settlement Price is less than \$75.6500 (amended from \$54.7794 under the Prior Contract), the reporting person will deliver 2,000,000 shares; (B) if the Settlement Price is less than \$104.5750 (amended from \$78.4280 under the Prior Contract), but equal to or greater than \$75.6500 (amended from \$54.7794 under the Prior Contract), the reporting person will deliver a number of shares equal to 2,000,000 multiplied by a ratio of (i) \$75.6500 (amended from \$54.7794 under the Original Contract) divided by (ii) the Settlement Price;

- (4) and (C) if the Settlement Price is equal to or greater than \$104.5750 (amended from \$78.4280 under the Original Contract), the reporting person will deliver a number of shares equal to 2,000,000 multiplied by a ratio equal to one minus (i) the difference between \$104.5750 (amended from \$78.4280 under the Original Contract) and \$75.6500 (amended from \$54.7794 under the Original Contract) divided by (ii) Settlement Price, subject in each case to adjustment upon the occurrence of certain corporate events applicable to the EL Class A Common Stock. The number of shares of EL Class A Common Stock to be delivered and the number of Pledged Shares are also subject to adjustment in such event.

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

- (5) 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.

- (6) Ronald S. Lauder disclaims beneficial ownership of these shares to the extent he 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.

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