

ESTEE LAUDER COMPANIES INC

Form 4

September 05, 2014

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

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

OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Freda Fabrizioio

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)

THE ESTEE LAUDER  
COMPANIES INC., 767 FIFTH  
AVENUE

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/03/2014

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President and CEO

(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 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Class A Common Stock            | 09/03/2014                           |                                                    | A <sup>(1)</sup>               |                                                                   | 46,252 <sup>(1)</sup> | A          | \$ 0                                                                                          | 155,426                                                  | D                                                     |
| Class A Common Stock            | 09/03/2014                           |                                                    | F <sup>(2)</sup>               |                                                                   | 25,818                | D          | \$ 76.23                                                                                      | 129,608                                                  | D                                                     |

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

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SEC 1474  
(9-02)

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**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 Number Shares |
| Option (Right to Buy)                      | \$ 76.23                                               | 09/03/2014                           |                                                    | A                              |                                                                                         | 127,919                                                  |     | <u>(3)</u>                                                    | 09/03/2024      | Class A Common Stock | 127,919              |
| Restricted Stock Units (Share Payout)      | \$ 0 <u>(4)</u>                                        | 09/03/2014                           |                                                    | A                              |                                                                                         | 40,994                                                   |     | <u>(5)</u>                                                    | <u>(5)</u>      | Class A Common Stock | 40,994               |

## Reporting Owners

| Reporting Owner Name / Address                                                              | Relationships |           |                   |       |
|---------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                             | Director      | 10% Owner | Officer           | Other |
| Freda Fabrizio<br>THE ESTEE LAUDER COMPANIES INC.<br>767 FIFTH AVENUE<br>NEW YORK, NY 10153 | X             |           | President and CEO |       |

## Signatures

Fabrizio Freda, by Maureen Sladek,  
attorney-in-fact

09/05/2014

\_\_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) Reflects payout of Performance Share Units ("PSUs") granted to Reporting Person on September 1, 2011. Aggregate target payout for the opportunities was 31,832 shares of Class A Common Stock.
- (2) Represents the withholding of shares for tax purposes in connection with the payout of the PSUs.
- (3) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 42,639 shares exercisable from and after January 1, 2016; 42,640 shares exercisable from and after January 1, 2017; and 42,640 shares exercisable from and after January 1, 2018.
- (4)

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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.

- (5) Assuming continued employment, the Restricted Stock Units granted on September 3, 2014 will vest and be paid out as follows: 13,664 on November 2, 2015; 13,665 on October 31, 2016; and 13,665 on October 31, 2017. Assuming continued employment, the Restricted Stock Units held by the Reporting Person will vest and be paid out as follows: 38,350 on October 31, 2014; 38,921 on November 2, 2015; 27,595 on October 31, 2016; 13,665 on October 31, 2017; 32,552 on June 30, 2015; 32,552 on June 30, 2016; and 32,552 on June 30, 2017. Upon payout, shares will be withheld to cover minimum statutory tax obligations. Restricted Stock Units are accompanied by dividend equivalent rights that will be payable in cash at the time of payout of the related shares.

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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