

ESTEE LAUDER COMPANIES INC
 Form 4
 February 18, 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 *
 PARSONS RICHARD D

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)
 02/17/2015

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

PROVIDENCE EQUITY PARTNERS, 9 WEST 57TH STREET

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 02/17/2015 | | M | | 10,000 | A | \$ 16.81 |
| Class A Common Stock | 02/17/2015 | | M | | 10,000 | A | \$ 23.32 |
| Class A Common Stock | 02/17/2015 | | M | | 12,112 | A | \$ 35.51 |

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| | | | | | | | | |
|----------------------------|------------|---|--------|---|-----------------------|-------|---|------------------------------------|
| Class A Common Stock | 02/17/2015 | S | 32,112 | D | \$ 81.77 | 0 | D | |
| | | | | | <u>(1)</u> <u>(2)</u> | | | |
| Class A Common Stock | | | | | | 4,442 | I | By Parsons Family Foundation |

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) | Amount or Number of Shares | | | |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--------------------|----------------------------|--------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | |
| Option (Right to Buy) ⁽³⁾ | \$ 16.81 | 02/17/2015 | | M | | 10,000 | | 11/07/2009 | 11/07/2018 | Class A Common Stock | 10,000 |
| Option (Right to Buy) ⁽³⁾ | \$ 23.32 | 02/17/2015 | | M | | 10,000 | | 11/13/2010 | 11/13/2019 | Class A Common Stock | 10,000 |
| Option (Right to Buy) ⁽³⁾ | \$ 35.51 | 02/17/2015 | | M | | 12,112 | | 11/09/2011 | 11/09/2020 | Class A Common Stock | 12,112 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PARSONS RICHARD D PROVIDENCE EQUITY PARTNERS 9 WEST 57TH STREET NEW YORK, NY 10019 | X | | | |

Signatures

Richard D. Parsons, by Maureen Sladek,
Attorney-in-fact

02/18/2015

__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).
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.
- (1) Sales prices range from \$81.59 to \$82.11 per share, inclusive.
- (2) Stock options granted pursuant to the Issuer's Non-Employee Director Share Incentive Plan.
- (3) Not Applicable.
- (4) The Reporting Person also has options to purchase at various prices 17,499 shares of Class A Common Stock, 13,125 of which are currently exercisable.
- (5)

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.