

ESTEE LAUDER COMPANIES INC
Form 4
February 17, 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 *
FRIBOURG PAUL J

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)
CONTIGROUP COMPANIES, INC., 767 FIFTH AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2015

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 02/13/2015 | | M | 3,390 | A 22.13 (1) | 7,390 | D |
| Class A Common Stock | 02/13/2015 | | M | 2,700 | A 16.81 (1) | 10,090 | D |
| Class A Common Stock | 02/13/2015 | | M | 2,000 | A 23.32 (1) | 12,090 | D |
| Class A Common Stock | 02/13/2015 | | S | 8,090 | D \$ 82.5 | 4,000 | D |

Common
Stock

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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Option (Right to Buy) ⁽¹⁾ | \$ 22.13 | 02/13/2015 | | M | 3,390 | 11/09/2008 ⁽¹⁾ 11/09/2017 | Class A Common Stock 3,390 |
| Option (Right to Buy) ⁽¹⁾ | \$ 16.81 | 02/13/2015 | | M | 2,700 | 11/07/2009 ⁽¹⁾ 11/07/2018 | Class A Common Stock 2,700 |
| Option (Right to Buy) ⁽¹⁾ | \$ 23.32 | 02/13/2015 | | M | 2,000 | 11/13/2010 ⁽¹⁾ 11/13/2019 | Class A Common Stock 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FRIBOURG PAUL J CONTIGROUP COMPANIES, INC. 767 FIFTH AVENUE NEW YORK, NY 10153 | X | | | |

Signatures

Paul J. Fribourg, by Maureen Sladek,
Attorney-in-fact

02/17/2015

__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) Stock Options granted pursuant to the Issuer's Non-Employee Director Share Incentive Plan.
- (2) Not Applicable.
- (3) The Reporting Person also has options to purchase at various prices 29,611 shares of Class A Common Stock, 25,237 of which are currently exercisable.

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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