

ESTEE LAUDER COMPANIES INC
 Form 4
 April 22, 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 *
 Aerin Lauder Zinterhofer 2008
 Grantor Retained Annuity Trust

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 ESTEE LAUDER COMPANIES
 INC [EL]

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/20/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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)	Code	V	Amount	(D)	Price

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	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 Underlying Security (Instr. 3 and 4)
				V	(A) (D)	Date Exercisable Expiration Date	Title
Class B Common Stock	(1)	04/20/2015		J(2)	9,751,892	(3) (3)	Class A Common Stock
Class B Common Stock	(1)	04/20/2015		J(2)	9,751,892	(3) (3)	Class A Common Stock
Class B Common Stock	(1)					(3) (3)	Class A Common Stock
Class B Common Stock	(1)					(3) (3)	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Aerin Lauder Zinterhofer 2008 Grantor Retained Annuity Trust C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153		X		
LAUDER AERIN C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153	X	X		
ZINTERHOFER AERIN LAUDER TRUST U/A/D 4/24/00 C/O RICHARD D. PARSONS		X		

9 WEST 57TH STREET, SUITE 4700
NEW YORK, NY 10019

Signatures

Aerin Lauder Zinterhofer, Trustee, by Maureen Sladek, attorney-in-fact	04/22/2015
__Signature of Reporting Person	Date
Aerin Lauder, by Maureen Sladek, attorney-in-fact	04/22/2015
__Signature of Reporting Person	Date
Richard D. Parsons, Trustee, Aerin Lauder Zinterhofer 2000 Revocable Trust, by Maureen Sladek, attorney-in-fact	04/22/2015
__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) There is no conversion price for the Class B Common Stock. It is convertible into shares of Class A Common Stock on a one-to-one basis.

On April 20, 2015, Aerin Lauder Zinterhofer ("ALZ"), as sole trustee of the Aerin Lauder Zinterhofer 2008 Grantor Retained Annuity Trust ("ALZ 2008 GRAT"), caused the transfer by the ALZ 2008 GRAT of 9,751,892 shares of the Class B Common Stock to the Aerin Lauder Zinterhofer Trust U/A/D 4/24/00 ("ALZ 2000 Revocable Trust") (the "Transaction"). At the time of the Transaction, the ALZ 2000 Revocable Trust was the sole beneficiary of the ALZ 2008 GRAT by reason of having accepted, on such date, a transfer from ALZ of all of her interest in the ALZ 2008 GRAT for no consideration and already being the remainder interest holder of the ALZ 2008 GRAT.
 - (2) Shares of Class B Common Stock may be converted immediately into Class A Common Stock on a one-for-one basis by the holder and 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" 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.
 - (3) Not applicable.
 - (4) By Aerin Lauder Zinterhofer 2008 GRAT.
 - (5) By Aerin Lauder Zinterhofer.
 - (6) By Aerin Lauder Zinterhofer.

Remarks:

*The full name of the Reporting Trust is: Aerin Lauder Zinterhofer 2008 Grantor Retained Annuity Trust, u/a/d December 24

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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