

ESTEE LAUDER COMPANIES INC
 Form 4
 September 08, 2016

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 *
O'HARE MICHAEL

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)
09/06/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP-Global Human Resources

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)
 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		
Class A Common Stock	09/06/2016		<u>A</u> ⁽¹⁾	6,725 <u>(1)</u>	\$ 0	6,725	D
Class A Common Stock	09/06/2016		<u>F</u> ⁽²⁾	2,773	\$ 89.4	3,952	D
Class A Common Stock	09/08/2016		S	3,952	\$ 87.99	0	D

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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)	\$ 89.47	09/06/2016		A	28,783	<u>(3)</u> 09/06/2026	Class A Common Stock 28,783
Restricted Stock Units (Share Payout)	\$ 0 <u>(4)</u>	09/06/2016		A	7,821	<u>(5)</u> <u>(5)</u>	Class A Common Stock 7,821

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
O'HARE MICHAEL THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153	EVP-Global Human Resources

Signatures

Michael O'Hare, by Maureen Sladek,
attorney-in-fact 09/08/2016

__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 4, 2013.

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- (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 9,594 shares exercisable from and after January 1, 2018; 9,594 shares exercisable from and after January 1, 2019; and 9,595 shares exercisable from and after January 1, 2020.
- (4) Not applicable. Restricted Stock Units ("RSUs") vest and are paid out in shares of Class A Common stock on a one-to-one basis on the applicable vesting date.

Assuming continued employment, the RSUs granted on September 6, 2016 will vest and be paid out as follows: 2,607 on October 31, 2017; 2,607 on October 31, 2018; and 2,607 on October 31, 2019. Assuming continued employment, the RSUs held by the Reporting

- (5) Person will vest and be paid out as follows: 10,169 on October 31, 2016; 7,732 on October 31, 2017; 5,301 on October 31, 2018; and 2,607 on October 31, 2019. Upon payout, shares will be withheld to cover minimum statutory tax obligations. RSUs 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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