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ESTEE LAUDER COMPANIES INC Form 4 September 06, 2013

September 0	5, 2013										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL				
-	Washington, D.C. 20549						OMB Number:	3235-0287			
Check thi if no long	er.									January 31, 2005	
subject to Section 1 Form 4 o	5. SECURITIES								Estimated a burden hou response	verage	
obligation may cont	Form 5 obligations may continue. See Instruction 1(b). 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 F	Responses)										
1. Name and Address of Reporting Person <u>*</u> DiGeso Amy			Symbol	Name and			-	5. Relationship of Reporting Person(s) to Issuer			
			ESTEE LAUDER COMPANIES INC [EL]					(Check all applicable)			
				e of Earliest Transaction th/Day/Year)				Director 10% Owner X Officer (give title Other (specify below) below)			
THE ESTER COMPANIE AVENUE	E LAUDER ES INC., 767 F	IFTH	09/04/20	013				<i>'</i>	below) oal Human Res	ources	
				f Amendment, Date Original d(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
NEW YORI	K, NY 10153							Person		porung	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, any (Month/Day/Year)		on Date, if	Code (Instr. 3, 4 and 5)				Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Class A Common Stock	09/04/2013			A <u>(1)</u>	21,087 (1)	А	\$0	51,202	D		
Class A Common Stock	09/04/2013			F <u>(2)</u>	11,771	D	\$ 67.3	39,431	D		

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

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required to respond unless the formSEC 1474
(9-02)

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displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	vative Expiration Date rities (Month/Day/Year) ired (A) sposed of 3, 4,		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)	\$ 67.3	09/04/2013		А	28,660	(3)	09/04/2023	Class A Common Stock	28,660
Restricted Stock Units (Share Payout)	\$ 0 <u>(4)</u>	09/04/2013		A	10,215	<u>(5)</u>	(5)	Class A Common Stock	10,215

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DiGeso Amy THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153			EVP - Global Human Resources				
Signatures							
By: Amy DiGeso by Maureen Sladek, attorney-in-fact	09/06/2013						
**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 15, 2010. Aggregate target payout for the opportunities was 14,058 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 9,553 shares exercisable from and after January 1, 2015; 9,553 shares exercisable from and after January 1, 2016; and 9,554 shares exercisable from and after January 1, 2017.

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(4) 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.

Assuming continued employment, the Restricted Stock Units granted on September 4, 2013 will vest and be paid out as follows: 3,405 on October 31, 2014; 3,405 on November 2, 2015; and 3,405 on October 31, 2016. Assuming continued employment, the Restricted Stock Units held by the Reporting Person will vest and be paid out as follows: 10,698 on October 31, 2013; 9,418 on October 31, 2014; 6,050

(5) Only her Reporting Person will vest and be paid out as follows. 10,098 on October 51, 2015; 9,418 on October 51, 2014; 0,050 on November 2, 2015; and 3,405 on October 31, 2016. 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. 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.