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ESTEE LAUDER COMPANIES INC

Form S-8

November 01, 2001

As filed with the Securities and Exchange Commission on November 1, 2001

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

THE ESTEE LAUDER COMPANIES INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware 11-2408943
(State or Other Jurisdiction of (I.R.S. Employer Identification No.)
Incorporation or Organization)

767 Fifth Avenue
New York, New York 10153
(212) 572-4200
(Address, Including Zip Code, and Telephone Number,
including Area Code, of Registrant's Principal Executive Offices)

THE ESTEE LAUDER COMPANIES INC.
FISCAL 1999 SHARE INCENTIVE PLAN
(Full Title of Plan)

Paul E. Konney, Esq.
Senior Vice President, General Counsel and Secretary
The Estee Lauder Companies Inc.

767 Fifth Avenue
New York, New York 10153
(212) 572-4200
(Name and Address, Including Zip Code,
and Telephone Number, Including Area Code, of Agent For Service)

Copies to:
Jeffrey J. Weinberg, Esq.
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
(212) 310-8000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1) (2)	Proposed Maximum Offering Price Per Share(1)	Prop Aggre
Class A Common Stock, par value \$0.01 per share	387,711 shares	--	

(1) Pursuant to Instruction E of Form S-8 and the telephonic interpretation of the Securities and Exchange Commission (the "Commission") set forth in Section G. Securities Act Forms, No. 89 ("Interpretation 89"), of the Division of Corporation Finance's Manual of Publicly Available Telephone Interpretations

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dated July 1997, the 387,711 shares of Class A Common Stock, par value \$0.01 per share, registered hereby (the "Shares") are being carried forward from a Registration Statement on Form S-8 filed on November 17, 1995 (Registration No. 33-99554) (the "November 1995 Form S-8") in connection with The Estee Lauder Companies Inc. Fiscal 1996 Share Incentive Plan and Employment Agreements. A total registration fee of \$51,610 was paid with respect to the November 1995 Form S-8. Pursuant to Instruction E to Form S-8 and Interpretation 89, no additional registration fee is due with respect to the Shares registered hereby. (2) Plus such indeterminate number of shares of Common Stock of the Registrant as may be issued to prevent dilution resulting from stock dividends, stock splits or similar transactions in accordance with Rule 416 under the Securities Act of 1933.

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EXPLANATORY NOTE

This Registration Statement registers 387,711 additional shares of Class A common stock of The Estee Lauder Companies Inc. (the "Company"), par value \$0.01 per share (the "Class A Common Stock"), for issuance pursuant to benefits awarded under the Company's Fiscal 1999 Share Incentive Plan. The contents of an earlier Registration Statement on Form S-8 filed with respect to the Company's Fiscal 1999 Share Incentive Plan, as filed with the Securities and Exchange Commission on November 5, 1998, Registration No. 333-66851, are hereby incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of New York, State of New York, on this 31st day of October, 2001.

THE ESTEE LAUDER COMPANIES INC.

By: /s/ Richard W. Kunes

Name: Richard W. Kunes
Title: Senior Vice President and
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Leonard A. Lauder, Ronald S. Lauder, Fred H. Langhammer, Paul E. Konney and Richard W. Kunes, or any of them, his or her true and lawful attorneys-in-fact and agents, with full power of

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substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to sign any related Registration Statement filed pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing required and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or substitutes, could lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature -----	Title -----	
/s/ Fred H. Langhammer ----- Fred H. Langhammer	President, Chief Executive Officer and Director (Principal Executive Officer)	Oct
/s/ Leonard A. Lauder ----- Leonard A. Lauder	Chairman of the Board of Directors	Oct
/s/ Charlene Barshefsky ----- Charlene Barshefsky	Director	Oct
/s/ Lynn Forester ----- Lynn Forester	Director	Oct
/s/ Irvine O. Hockaday, Jr. ----- Irvine O. Hockaday, Jr.	Director	Oct
/s/ Ronald S. Lauder ----- Ronald S. Lauder	Director	Oct
/s/ William P. Lauder ----- William P. Lauder	Director	Oct
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/s/ Richard D. Parsons ----- Richard D. Parsons	Director	Oct
/s/ Marshall Rose ----- Marshall Rose	Director	Oct
/s/ Faye Wattleton	Director	Oct

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Faye Wattleton

/s/ Richard W. Kunes

Richard W. Kunes

Senior Vice President and Chief
Financial Officer
(Principal Financial and Accounting
Officer)

Oct

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EXHIBIT INDEX

- 4(a) - Form of Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to Amendment No. 3 to the Company's Registration Statement on Form S-1 (No. 33-97180), dated as of November 13, 1995).
- 4(b) - Certificate of Amendment to Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 1999).
- 4(c) - Form of Amended and Restated By-Laws (incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 1999).
- 4(d) - The Estee Lauder Companies Inc. Fiscal 1999 Share Incentive Plan (incorporated by reference to Exhibit 4(c) to the Company's Registration Statement on Form S-8 (No. 333-66851), filed with the Securities and Exchange Commission on November 5, 1998).
- 5 - Opinion of Weil, Gotshal & Manges LLP.
- 23(a) - Consent of Arthur Andersen LLP.
- 23(b) - Consent of Weil, Gotshal & Manges LLP (included in Exhibit 5).
- 24 - Power of Attorney (included as part of the signature page to this Registration Statement and incorporated herein by reference).

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