

LAUDER AERIN
Form 4
April 10, 2012

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

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)
04/09/2012

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

C/O 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
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Class A Common Stock | | | | (A) or (D) Price | 1,692 ⁽¹⁾ | D | |

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

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(9-02)

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--------|-----|--|-----------------|---|------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | | |
| Class B Common Stock | (2) | 04/09/2012 | | J(3) | | 85,400 | | (4) | (4) | Class A Common Stock | 85,400 |
| Class B Common Stock | (2) | 04/09/2012 | | J(3) | | 85,400 | | (4) | (4) | Class A Common Stock | 85,400 |
| Class B Common Stock | (2) | | | | | | | (4) | (4) | Class A Common Stock | 1,500,000 (8) |
| Class B Common Stock | (2) | | | | | | | (4) | (4) | Class A Common Stock | 4,810,500 (9) |

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

X

Signatures

| | |
|--|------------|
| Aerin Lauder Zinterhofer, Trustee, by Spencer G. Smul, attorney-in-fact | 04/10/2012 |
| **Signature of Reporting Person | Date |
| Aerin Lauder, by Spencer G. Smul, attorney-in-fact | 04/10/2012 |
| **Signature of Reporting Person | Date |
| Richard D. Parsons, Trustee, Aerin Lauder Zinterhofer 2000 Revocable Trust, by Spencer G. Smul, attorney-in-fact | 04/10/2012 |
| **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) On January 20, 2012, the Class A Common Stock of the Issuer split 2-for-1, resulting in Aerin Lauder's ownership of 846 additional shares of Class A Common Stock. Aerin Lauder beneficially owns 1,692 shares of Class A Common Stock directly, with respect to which she has sole voting and investment power.
 - (2) 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.
 - (3) On April 9, 2012, the Reporting Person distributed 85,400 shares of Class B Common Stock to the Aerin Lauder Zinterhofer Trust U/A/D 4/24/00 (the "2000 Trust") in partial satisfaction of an amount payable due under the terms of the Aerin Lauder Zinterhofer 2008 Grantor Retained Annuity Trust Agreement (the "2008 Grat").

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.
 - (4) Not applicable.
 - (5) On January 20, 2012, the Class A Common Stock of the Issuer split 2-for-1, resulting in the 2008 GRAT's ownership of 5,004,796 additional shares of Class B Common Stock. After the transaction described in note 3, the 2008 GRAT beneficially owns 9,924,192 shares of Class B Common Stock directly, and Aerin Lauder owns such shares indirectly as Trustee and ultimate beneficial owner of the 2008 GRAT and with respect to which she has sole voting and investment power.
 - (6) On January 20, 2012, the Class A Common Stock of the Issuer split 2-for-1, resulting in the 2000 Trust's ownership of 743,462 additional shares of Class B Common Stock. After the transaction described in note 3, the 2000 Trust beneficially owns 1,572,324 shares of Class B Common Stock directly, and Aerin Lauder owns such shares indirectly as Grantor and beneficial owner of the 2000 Trust.
 - (7) On January 20, 2012, the Class A Common Stock of the Issuer split 2-for-1, resulting in Aerin Lauder's ownership of 750,000 additional shares of Class B Common Stock. Aerin Lauder beneficially owns 1,500,000 shares of Class B Common Stock directly, with respect to which she has sole voting and investment power.
 - (8) On January 20, 2012, the Class A Common Stock of the Issuer split 2-for-1, resulting in the ownership of 2,405,297 additional shares of Class B Common Stock by the Trust Under Article 2 of The Zinterhofer 2008 Descendants Trust Agreement dated December 24, 2008 ("Article 2 Trust"). After the transaction described in note 3, the Article 2 Trust beneficially owns 4,810,594 shares of Class B Common Stock directly, and Aerin Lauder owns such shares indirectly as a co-trustee of Article 2 Trust.
 - (9)

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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