

ESTEE LAUDER COMPANIES INC

Form 4

May 13, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
LAL FAMILY PARTNERS LP

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)
05/11/2016

____ 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	05/11/2016		C ⁽¹⁾	500,000	A <u>(2)</u> 500,000	D <u>(3)</u> <u>(4)</u>	
Class A Common Stock	05/11/2016		S ⁽⁵⁾	100,000	D \$ 94.93 <u>(6)</u> <u>(7)</u> 400,000	D <u>(3)</u> <u>(4)</u>	
Class A Common Stock	05/12/2016		S ⁽⁵⁾	149,800	D \$ 94.29 <u>(6)</u> <u>(8)</u> 250,200	D <u>(3)</u> <u>(4)</u>	

Edgar Filing: ESTEE LAUDER COMPANIES INC - Form 4

Class A Common Stock	05/12/2016	S ⁽⁵⁾	49,700	D	\$ 95.11 (6) (9)	200,500	D (3) (4)
Class A Common Stock	05/12/2016	S ⁽⁵⁾	500	D	\$ 95.77 (6) (10)	200,000	D (3) (4)
Class A Common Stock	05/13/2016	S ⁽⁵⁾	77,100	D	\$ 93.2 (6) (11)	122,900	D (3) (4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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)	8. Amount or Number of Shares
Class B Common Stock	(2)	05/11/2016		C ⁽¹⁾	500,000	(2) (2)	Class A Common Stock	500,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAL FAMILY PARTNERS LP C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153			X	
LAL FAMILY CORP C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153			X	

Signatures

LAL Family Partners L.P., by Maureen Sladek,
Attorney-in-fact

05/13/2016

__Signature of Reporting Person

Date

LAL Family Corporation, by Maureen Sladek,
Attorney-in-fact

05/13/2016

__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) LAL Family Partners L.P. ("LALFP") converted shares of Class B Common Stock into an equal number of shares of Class A Common Stock.

There is no exercise or conversion price for the Class B Common Stock. Shares of Class B Common Stock may be converted immediately on a one-for-one basis by the holder and are automatically converted into Class A Common Stock on a one-for-one basis

(2) upon transfer to a person or entity that is not a "Permitted Transferee" (as defined in the Issuer's Restated Certificate of Incorporation) 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) Owned directly by LALFP.

(4) The sole general partner of LALFP is LAL Family Corporation ("LALFC"). LALFC indirectly beneficially owns all shares of Class A and Class B Common Stock owned by LALFP.

(5) Sold by LALFP.

The number of securities reported represents an aggregate number of shares sold in multiple open market transactions over a range of sales prices. The price reported represents the weighted average price. The Reporting Person undertakes to provide the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares sold by such Reporting Person at each separate price within the range.

(7) Sales prices range from \$94.45 to \$95.20 per share, inclusive.

(8) Sales prices range from \$93.74 to \$94.73 per share, inclusive.

(9) Sales prices range from \$94.74 to \$95.73 per share, inclusive.

(10) Sales prices range from \$95.75 to \$95.79 per share, inclusive.

(11) Sales prices range from \$93.00 to \$93.60 per share, inclusive.

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.