

Polcer Gregory
Form 4
November 02, 2018

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 *
Polcer Gregory

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)

THE ESTEE LAUDER COMPANIES INC., 767 FIFTH AVENUE

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
10/31/2018

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

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

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)	Amount		
			Code	V	Price		
Class A Common Stock	10/31/2018		M		7,553 (1)	A	\$ 0 (2) 83,335 D
Class A Common Stock	10/31/2018		F(3)		4,021	D	\$ 140.8 79,314 D

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

SEC 1474 (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)	Amount or Number of Shares
Restricted Stock Units (Share Payout) ⁽⁴⁾	\$ 0 ⁽²⁾	10/31/2018		M	2,790	10/31/2018 ⁽⁵⁾ 10/31/2018	Class A Common Stock	2,790
Restricted Stock Units (Share Payout) ⁽⁴⁾	\$ 0 ⁽²⁾	10/31/2018		M	2,548	10/31/2018 ⁽⁶⁾ 10/31/2019	Class A Common Stock	2,548
Restricted Stock Units (Share Payout) ⁽⁴⁾	\$ 0 ⁽²⁾	10/31/2018		M	2,215	10/31/2018 ⁽⁷⁾ 11/02/2020	Class A Common Stock	2,215

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Polcer Gregory THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153			EVP - Global Supply Chain	

Signatures

Gregory F. Polcer, by Spencer G. Smul,
attorney-in-fact

11/02/2018

**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) Payout of shares upon vesting of portions of Restricted Stock Units ("RSUs") granted September 4, 2015, September 6, 2016 and September 5, 2017.

(2) Not applicable.

(3) Represents the withholding of shares for tax purposes.

RSUs vest and are paid out in shares of Class A Common Stock on a one-to-one basis on the applicable vesting date. RSUs generally vest in three approximately equal installments. Upon payout, additional shares will be withheld to cover 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.

(5) RSUs from grant dated September 4, 2015.

(6) RSUs from grant dated September 6, 2016. Assuming continued employment, RSUs will vest and be paid out as follows: 2,549 on October 31, 2019.

(7) RSUs from grant dated September 5, 2017. Assuming continued employment, RSUs will vest and be paid out as follows: 2,216 on October 31, 2019; and 2,216 on November 2, 2020.

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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