Edgar Filing: 1992 GRAT REMAINDER TRUST FBO WILLIAM LAUDER - Form 4

1992 GRAT REMAINDER TRUST FBO WILLIAM LAUDER

Form 4

August 29, 2012

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

burden hours per response...

5. Relationship of Reporting Person(s) to

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

1992 GRAT REMAINDER TRUST FBO WILLIAM LAUDER			Symbol ESTEE LAUDER COMPANIES INC [EL]				IES	(Check all applicable)			
(Last) (First) (Middle) 767 FIFTH AVENUE,				3. Date of Earliest Transaction (Month/Day/Year) 08/27/2012					DirectorX10% Owner Officer (give titleX Other (specify below) Trust with Insider Trustee		
(Street) NEW YORK, NY 10153				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		
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Bene							of, or Benefici	ally Owned			
	1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	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)
	Common Stock								669,764	$D_{(1)}(2)(3)$	
	Class A Common Stock	08/27/2012			S(4)	1,102 (5)	D	\$ 60.08 (5) (6)	668,662	D (1) (2) (3)	
	Class A Common Stock								225,176	D (7)	
	Class A Common								10,468	I (8)	by children of WPL

Stock

Class A Common Stock	24,360	I (2) (3) (9)	WPL is a trustee of the GML GRAT
SIOCK			Remainder
			Trust

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

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SEC 1474 (9-02)

> 8. Prio Deriv Secur (Instr.

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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
Class B Common Stock	(10)					(10)	(10)	Class A Common Stock	1,268,304
Class B Common Stock	(10)					(10)	(10)	Class A Common Stock	6,525,600
Class B Common Stock	(10)					(10)	(10)	Class A Common Stock	45,740

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director 10% Owner	Officer	Other				
1992 GRAT REMAINDER TRUST FBO WILLIAM LAUDER	X		Trust with Insider Trustee				

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767 FIFTH AVENUE NEW YORK, NY 10153

Lauder William P

C/O THE ESTEE LAUDER COMPANIES INC.
767 FIFTH AVENUE

X

Executive
Chairman

NEW YORK, NY 10153

LAUDER GARY M

767 FIFTH AVENUE X

NEW YORK, NY 10153

Signatures

1992 GRAT Remainder Trust F/B/O William Lauder, by Spencer G. Smul,

Attorney-in-fact 08/29/2012

**Signature of Reporting Person Date

William P. Lauder, by Spencer G. Smul, Attorney-in-fact

08/29/2012

**Signature of Reporting Person Date

Gary M. Lauder, by Spencer G. Smul, Attorney-in-fact

08/29/2012

**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).
- Owned by WPL GRAT Remainder Trust directly. Owned by each of William P. Lauder (WPL) and Gary M. Lauder (GML), indirectly, as a trustee of the WPL GRAT Remainder Trust.
- (2) WPL disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.
- (3) GML disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.
- (4) WPL GRAT Remainder Trust sold shares of Class A Common Stock pursuant to a plan intended to comply with Rule 10b5-1(c), previously entered into on November 23, 2011.
- (5) 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 WPL GRAT Remainder Trust undertakes to provide the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares sold by the Reporting Person at each separate price within the range.
- (6) Sales prices in the range from \$60.00 to \$60.15 per share, inclusive.
- (7) Owned by WPL directly.
- (8) Owned by WPL indirectly, in custody for his children.
- (9) Owned by GML GRAT Remainder Trust directly. Owned by each of WPL and GML, indirectly, as a trustee of the GML GRAT Remainder Trust.
 - There is no exercise or conversion price for the Class B Common Stock. Shares of Class B Common Stock (i) may be converted immediately on a one-for-one basis by the holder into shares of Class A Common Stock and (ii) are automatically converted into Class
- (10) A Common Stock on a one-for-one basis 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.

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.

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