

MOSS SARA E  
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 \*  
MOSS SARA E

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)  
10/31/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Exec. VP and Gen. Counsel

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  
 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 or Disposed of (A) or (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            | 10/31/2018                           |  | M                              | V 9,074 (1) A \$ 0 (2)   | 16,235  | D  |   |
| Class A Common Stock            | 10/31/2018                           |  | F(3)                           | V 4,831 D \$ 140.8   | 11,404  | D  |   |
| Class A Common Stock            | 11/02/2018                           |  | G                              | V 3,448 D \$ 0 (2)   | 64,184  | I  | Through a revocable trust.                            |

|                            |       |   |   |
|----------------------------|-------|---|---|
| Class A<br>Common<br>Stock | 7,762 | I | Through a<br>grantor<br>retained<br>annuity<br>trust. |
|----------------------------|-------|---|---|

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<br>Derivative<br>Security<br>(Instr. 3)              | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares |
|--|---|---|---|---|---|--|---|--|
| Restricted<br>Stock<br>Units<br>(Share<br>Payout) <sup>(4)</sup> | \$ 0 <sup>(2)</sup>   | 10/31/2018                              |   | M                                       | 3,402   | 10/31/2018 <sup>(5)</sup> 10/31/2018                           | Class A<br>Common<br>Stock  | 3,402                                  |
| Restricted<br>Stock<br>Units<br>(Share<br>Payout) <sup>(4)</sup> | \$ 0 <sup>(2)</sup>   | 10/31/2018                              |   | M                                       | 2,981   | 10/31/2018 <sup>(6)</sup> 10/31/2019                           | Class A<br>Common<br>Stock  | 2,981                                  |
| Restricted<br>Stock<br>Units<br>(Share<br>Payout) <sup>(4)</sup> | \$ 0 <sup>(2)</sup>   | 10/31/2018                              |   | M                                       | 2,691   | 10/31/2018 <sup>(7)</sup> 11/02/2020                           | Class A<br>Common<br>Stock  | 2,691                                  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

MOSS SARA E  
THE ESTEE LAUDER COMPANIES INC.  
767 FIFTH AVENUE  
NEW YORK, NY 10153

Exec. VP and Gen. Counsel

## Signatures

Sara E. Moss, 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.
- (4) 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: 2,981 on October 31, 2019.
- (7) RSUs from grant dated September 5, 2017. Assuming continued employment, RSUs will vest and be paid out as follows: 2,691 on October 31, 2019; and 2,692 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. 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.