ESTEE LAUDER COMPANIES INC Form SC 13G/A

February 14, 2002

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

SCHEDULE 13G Under the Securities Exchange Act of 1934 Amendment No. 1

The Estee Lauder Companies Inc.
(Name of Issuer)
Class A Common Stock, \$0.01 par value
(Title of Class of Securities)
518439104
(CUSIP Number)
December 31, 2001
(Date of Event Which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
[X] Rule 13d-1(b)
[_] Rule 13d-1(c)
[_] Rule 13d-1(d)
Page 1 of 5 pages
CUSIP No. 518439104 13G
1 Name of Reporting Person

I.R.S. Identification No. of above Person

Goldman, Sachs & Co.

2. Check the Appropriate Box if a Member of a Group (a) [_] (b) [_]				
3. SEC Use Only				
4. Citizenship o	r Pla	ce of Organization		
New York				
	5.	Sole Voting Power		
Number of Shares		0		
	6.	Shared Voting Power		
Beneficially		3,464,049		
Owned by				
Each	7.	Sole Dispositive Power		
Reporting		0		
Person	 8.	Chand Dianogitive Devon		
With:	٥.	Shared Dispositive Power		
		3,464,049		
9. Aggregate Amon	unt B	eneficially Owned by Each Reporting Person		
3,464,04	9			
10. Check if the	Aggre	gate Amount in Row (9) Excludes Certain Sha	res	
			[_]	
11. Percent of Cla	ass R	epresented by Amount in Row (9)		
2.7%				
12. Type of Report				
BD-PN-IA				

Page 2 of 5 pages

CU	SIP No. 518439	9104 13G	
1.		orting Person Lification No. of above Person	
	The Gol	Ldman Sachs Group, Inc.	
2.		opropriate Box if a Member of a Group (a) [_] (b) [_]	
3.	SEC Use Only		
4.	Citizenship Delawar	or Place of Organization	
		5. Sole Voting Power	
	Number of	0	
В	Shares eneficially	6. Shared Voting Power	
	Owned by	3,464,049	
	Each	7. Sole Dispositive Power	
	Reporting	0	
	Person With:	8. Shared Dispositive Power	
		3,464,049	
9.		nount Beneficially Owned by Each Reporting Person	
	3,464,0)49	
10.	Check if the	e Aggregate Amount in Row (9) Excludes Certain Shares	
		[_]	
11.	Percent of C	Class Represented by Amount in Row (9)	
	2.7%		

12. Type of Reporting Person

HC-CO

Page 3 of 5 pages

Item 4. Ownership.*

- (a). Amount beneficially owned:
 See the response(s) to Item 9 on the attached cover page(s).
- (b). Percent of Class:
 See the response(s) to Item 11 on the attached cover page(s).
- (c). Number of shares as to which such person has:
 - (i). Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).
 - (ii). Shared power to vote or to direct the vote: See the response(s) to Item 6 on the attached cover page(s).
 - (iii). Sole power to dispose or to direct the disposition
 of: See the response(s) to Item 7 on the attached
 cover page(s).
 - (iv). Shared power to dispose or to direct the disposition
 of: See the response(s) to Item 8 on the attached
- Item 5. Ownership of Five Percent or Less of a Class.*

 If this statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following [X].
- Item 10. Certification.

 By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having

that purpose or effect.

^{*} The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs") each disclaim beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which Goldman Sachs or employees of Goldman Sachs have voting or investment discretion, or both and (ii) certain investment entities, of which a subsidiary of GS Group or Goldman Sachs is the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than GS

Group, Goldman Sachs or their affiliates.

Page 4 of 5 pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2002

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Roger S. Begelman

Name: Roger S. Begelman Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By: /s/ Roger S. Begelman

Name: Roger S. Begelman Title: Attorney-in-fact

Page 5 of 5 pages