

ESTEE LAUDER COMPANIES INC

Form 4

February 20, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PROUVE CEDRIC

(Last) (First) (Middle)

**THE ESTEE LAUDER
COMPANIES INC., 767 FIFTH
AVENUE**

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

**ESTEE LAUDER COMPANIES
INC [EL]**

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Group President, International

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	02/19/2015		M		100,000	A	\$ 29.04 (1)
Class A Common Stock	02/19/2015		M		89,812	A	\$ 49.09 (2)
Class A Common Stock	02/19/2015		S		189,812	D	\$ 81.12 (3) (4)

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

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Option (right to buy) ⁽¹⁾	\$ 29.04	02/19/2015		M	100,000	01/01/2012 ⁽¹⁾ 09/02/2020	Class A Common Stock 100,000
Option (right to buy) ⁽²⁾	\$ 49.09	02/19/2015		M	89,812	01/01/2013 ⁽²⁾ 09/01/2021	Class A Common Stock 89,812

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PROUVE CEDRIC
THE ESTEE LAUDER COMPANIES INC.
767 FIFTH AVENUE
NEW YORK, NY 10153

Group President, International

Signatures

Cedric Prouve, by Maureen Sladek,
attorney-in fact

02/20/2015

 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) Stock Options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 50,344 shares exercisable from and after January 1, 2012; 50,344 shares exercisable from and after January 1, 2013 and 50,344 shares exercisable from and after January 1, 2014.

(2) Stock Options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 29,936 shares exercisable from and after January 1, 2013; 29,938 shares exercisable from and after January 1, 2014 and 29,938 shares exercisable from and after January 1, 2015.

(3)

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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 to 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.

- (4) Sales prices range from \$81.00 to \$81.30 per share, inclusive.
- (5) Not Applicable
- (6) The Reporting Person also has options to purchase at various prices 180,404 shares of Class A Common Stock, 70,814 of which are currently exercisable.

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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