Freda Fabrizio Form 4 November 04, 2009

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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obligations

Check this box

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

Symbol

1(b).

Freda Fabrizio

(Print or Type Responses)

1. Name and Address of Reporting Person \*

**ESTEE LAUDER COMPANIES** (Check all applicable) INC [EL] 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director Other (specify X\_ Officer (give title (Month/Day/Year) below) THE ESTEE LAUDER 11/02/2009 President and CEO **COMPANIES INC., 767 FIFTH AVENUE** 

2. Issuer Name and Ticker or Trading

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 \_X\_ Form filed by One Reporting Person
 \_ Form filed by More than One Reporting Person

5. Relationship of Reporting Person(s) to

Issuer

NEW YORK, NY 10153

(City)	(State) (	Zip) Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securitin(A) or Dis (Instr. 3, 4)	sposed	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)
Class A Common Stock	11/02/2009		C	10,191	A	(1)	10,361	D	
Class A Common Stock	11/02/2009		F(2)	4,885	D	\$ 43.61	5,476	D	

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

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed o (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)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (Share Payout)	Ш	11/02/2009		M	10,191 (3)	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	10,191

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Freda Fabrizio							
THE ESTEE LAUDER COMPANIES INC.	X		President and CEO				
767 FIFTH AVENUE	Λ		Flesidelli alid CEO				
NEW YORK, NY 10153							

### **Signatures**

Fabrizio Freda, by Charles E. Reese, II, attorney-in-fact 11/04/2009

\*\*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) Not applicable. Restricted stock units vest and are paid out in shares of Class A Common Stock on a one-to-one basis on the applicable vesting date.
- (2) Represents the withholding of shares for tax purposes.
- (3) Vesting of a portion of the restricted stock units granted September 11, 2008.

Remaining restricted stock units from the grants dated September 11, 2008, July 1, 2009, and September 2, 2009, will vest and be paid out as follows: 39,801 on July 1, 2010, 26,119 on November 1, 2010, 39,801 on July 1, 2011, 34,285 on October 31, 2011, 39,801 on July

(4) 1, 2012, and 9,804 on October 31, 2012, or in each case the first day thereafter that shares may be sold pursuant to company policy. Upon payout, additional shares will be withheld to cover minimum statutory tax obligations. Restricted stock units are accompanied by dividend equivalent rights that will be payable in cash at the time of payout of the related shares.

Reporting Owners 2

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