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ESTEE LAUDER COMPANIES INC

Form 4/A

September 10, 2013

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations

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

burden hours per response... 0.5

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Freda Fabrizio

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ESTEE LAUDER COMPANIES INC [EL]

(Check all applicable)

President and CEO

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year) 09/04/2013

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

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

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year) 09/06/2013

(Street)

(Zip)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

NEW YORK, NY 10153

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 09/04/2013	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8) Code V F(1)	4. Securit or(A) or Dis (Instr. 3, 4) Amount 33,875	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)
Stock				,		(2)			
Class A Common Stock	09/06/2013		S	30,691 (3)	D	\$ 67.35 (4) (5)	37,549	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

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displays a currently valid OMB control number.

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)	Code	5. Number of ionDerivative 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
Option (Right to Buy)	\$ 67.31 (6)	09/04/2013	A	117,239		<u>(7)</u>	09/04/2023	Class A Common Stock	117,239

Reporting Owners

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

Signatures

Fabrizio Freda, by Maureen Sladek, attorney-in-fact 09/10/2013

**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) Represents the withholding of shares for tax purposes in connection with the payout of the PSUs.
- (2) Reflects amended price of Class A Common Stock.
- (3) Reflects amended number of shares of Class A Common Stock sold.

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.
- (5) Sales prices range from \$67.01 to \$67.66 per share, inclusive.
- (6) Reflects amended exercise price.
- (7) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 39,079 shares exercisable from and after January 1, 2015; 39,080 shares exercisable from and after January 1, 2016; and 39,080 shares exercisable from and after January 1, 2017.

Reporting Owners 2

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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.