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ESTEE LAUDER COMPANIES INC

Form 4

September 05, 2014

FORM 4	UNITED STATES SECURITIES
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OMB APPROVAL

OMB 3235-0287 Number:

January 31,

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Check this box if no longer subject to

Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

ESTEE LAUDER COMPANIES

Symbol

INC [EL]

(Month/Day/Year)

09/03/2014

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MOSS SARA E

(Last) (First) (Middle)

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

(Street)

(State)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

Issuer

AND EXCHANGE COMMISSION

(Check all applicable)

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

EVP and General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I. Non-Devineting Councilies Assumed Disposed of an Developing Council

NEW YORK, NY 10153

(City)

(,)	()	Tabl	e I - Non-D	perivative s	Securi	ities Acqu	iirea, Disposea oi	, or Beneficial	ly 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. Securit on(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	09/03/2014		A <u>(1)</u>	13,772 (1)	A	\$ 0	37,065	D	
Class A Common Stock	09/03/2014		F(2)	7,688	D	\$ 76.23	79,377	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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Securities (Month/Day/Young) Acquired (A) or Disposed of (D) (Instr. 3, 4,		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)	\$ 76.23	09/03/2014		A	30,044	(3)	09/03/2024	Class A Common Stock	30,044
Restricted Stock Units (Share Payout)	\$ 0 (4)	09/03/2014		A	9,627	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	9,627

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

EVP and General Counsel

MOSS SARA E

THE ESTEE LAUDER COMPANIES INC.

767 FIFTH AVENUE

NEW YORK, NY 10153

Signatures

Sara E. Moss, by Maureen Sladek, attorney-in-fact

**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) Reflects payout of Performance Share Units ("PSUs") granted to Reporting Person on September 1, 2011. Aggregate target payout for the opportunities was 9,478 shares of Class A Common Stock.

09/05/2014

- (2) Represents the withholding of shares for tax purposes in connection with the payout of the PSUs.
- (3) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 10,014 shares exercisable from and after January 1, 2016; 10,015 shares exercisable from and after January 1, 2017; and 10,015 shares exercisable from and after January 1, 2018.

Reporting Owners 2

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- (4) 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.
 - Assuming continued employment, the Restricted Stock Units granted on September 3, 2014 will vest and be paid out as follows: 3,209 on November 2, 2015; 3,209 on October 31, 2016; and 3,209 on October 31, 2017. Assuming continued employment, the Restricted Stock
- Units held by the Reporting Person will vest and be paid out as follows: 9,711 on October 31, 2014; 9,449 on November 2, 2015; 8,874 on November 16, 2015; 6,759 on October 31, 2016; and 3,209 on October 31, 2017. Upon payout, 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.

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.