

ESTEE LAUDER COMPANIES INC
Form 4
September 24, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LAL FAMILY PARTNERS LP

2. Issuer Name and Ticker or Trading Symbol
ESTEE LAUDER COMPANIES INC [EL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/22/2009

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

THE ESTEE LAUDER COMPANIES INC., 767 FIFTH AVENUE

(Street)

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

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

NEW YORK, NY 10153

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 09/22/2009 | | J ⁽¹⁾ | 1,343,846 | D | ① | 1,280,456 D ⁽²⁾ |
| Class A Common Stock | 09/22/2009 | | J ⁽³⁾ | 1,280,456 | D | ③ | 0 D ⁽²⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

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. 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 of Underlying Securities (Instr. 3 and 4) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|----------------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | (4) | 09/22/2009 | | J(1) | | 1,343,846 | | (4) | (4) | Class A Common Stock | 1,343,846 |
| Class B Common Stock | (4) | 09/22/2009 | | J(3) | | 1,280,456 | | (4) | (4) | Class A Common Stock | 1,280,456 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LAL FAMILY PARTNERS LP THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153 | | X | | |
| LAL FAMILY CORP THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153 | | X | | |
| LAL 2008 Marital Trust C/O PILLSBURY WINTHROP SHAW PITTMAN LLP 1540 BROADWAY NEW YORK, NY 10036-4039 | | X | | |

Signatures

| | |
|--|------------|
| LAL Family Partners L.P., by Charles E. Reese, II, Attorney-in-fact | 09/24/2009 |
| **Signature of Reporting Person | Date |
| LAL Family Corporation, by Charles E. Reese, II, Attorney-in-fact | 09/24/2009 |
| **Signature of Reporting Person | Date |

LAL 2008 Marital Trust, by Charles E. Reese, II,
Attorney-in-fact

09/24/2009

__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).

LAL Family Partners L.P. ("LALFP") transferred 1,343,846 shares of Class A Common Stock to The 1992 GRAT Remainder Trust f/b/o

(1) Gary M. Lauder (the "GML GRAT Remainder Trust") in exchange for receiving 1,343,846 shares of Class B Common Stock from the GML GRAT Remainder Trust.

(2) See Exhibit 99.1.

(3) LALFP transferred 1,280,456 shares of Class A Common Stock to The 1992 GRAT Remainder Trust f/b/o William P. Lauder (the "WPL GRAT Remainder Trust") in exchange for receiving 1,280,456 shares of Class B Common Stock from the WPL GRAT Remainder Trust.

There is no exercise or conversion price for the Class B Common Stock. Shares of Class B Common Stock may be converted immediately on a one-for-one basis by the holder and are automatically converted into Class A Common Stock on a one-for-one basis

(4) upon transfer to a person or entity that is not a "Permitted Transferee" (as defined in the Issuer's Restated Certificate of Incorporation) or soon after a record date for a meeting of stockholders where the outstanding Class B Common Stock constitutes less than 10% of the outstanding shares of Common Stock of the Issuer.

Remarks:

See Exhibits 24.1, 24.2, 24.3, 24.4, 99.1 and 99.2 incorporated herein by reference.

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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