

1992 GRAT REMAINDER TRUST FBO GARY LAUDER
 Form 4
 September 14, 2010

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 *
 1992 GRAT REMAINDER TRUST
 FBO GARY LAUDER

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)
 767 FIFTH AVENUE,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/10/2010

____ Director
 ____ Officer (give title below)
 10% Owner
 Other (specify below)
 Trust with Insider Trustee

NEW YORK, NY 10153

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

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

(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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------------|
| | | | Code | V | Amount (A) or (D) Price | | | |
| Class A Common Stock | 09/10/2010 | | S ⁽¹⁾ | | 5,000 (2) | D | \$ 58.676 (2) (14) 625,513 | D (3) (4) (5) |
| Class A Common Stock | 09/10/2010 | | M ⁽¹⁰⁾ | | 20,000 | A | \$ 40.5 85,811 | D (7) |
| Class A Common Stock | 09/10/2010 | | M ⁽¹⁰⁾ | | 20,000 | A | \$ 32.15 105,811 | D (7) |
| Class A Common | 09/10/2010 | | S ⁽¹⁰⁾ | | 40,000 (2) | D | \$ 58.7596 65,811 | D (7) |

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| | | | |
|----------------------------|------------------------|------------------------------------|--|
| Stock | <u>(2)</u> <u>(15)</u> | | |
| Class A Common Stock | 884,331 | I <u>(4)</u> <u>(5)</u> <u>(6)</u> | by 1992 GRAT Remainder Trust f/b/o WPL |
| Class A Common Stock | 5,234 | I <u>(8)</u> | by children of WPL |

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

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(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 of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Option (right to buy) | \$ 40.5 | 09/10/2010 | | M ⁽¹⁰⁾ | 20,000 | ⁽¹¹⁾ 07/26/2011 | Class A Common Stock 20,000 |
| Option (right to buy) | \$ 32.15 | 09/10/2010 | | M ⁽¹⁰⁾ | 20,000 | ⁽¹²⁾ 07/10/2012 | Class A Common Stock 20,000 |
| Class B Common Stock | ⁽⁹⁾ | | | | | ⁽⁹⁾ ⁽⁹⁾ | Class A Common Stock 634,15 |
| Class B Common Stock | ⁽⁹⁾ | | | | | ⁽⁹⁾ ⁽⁹⁾ | Class A Common Stock 3,262,8 |
| Class B Common Stock | ⁽⁹⁾ | | | | | ⁽⁹⁾ ⁽⁹⁾ | Class A Common Stock 22,870 |

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A Common Stock on a one-for-one basis 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.

- (10) WPL exercised stock options and sold the underlying shares of Class A Common Stock pursuant to a plan intended to comply with Rule 10b5-1(c), previously entered into on April 29, 2010.
- (11) Options granted pursuant to the 1999 Share Incentive Plan in respect of 33,000 shares exercisable from and after January 1, 2004; 33,000 shares exercisable from and after January 1, 2005; 34,000 shares exercisable from and after January 1, 2006.
- (12) Options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 33,000 shares exercisable from and after January 1, 2004; 33,000 shares exercisable from and after January 1, 2005; 34,000 shares exercisable from and after January 1, 2006.
- (13) Not applicable.
- (14) Sales prices range from \$58.49 to \$58.88 per share, inclusive.
- (15) Sales prices range from \$58.51 to \$58.91 per share, inclusive.

Remarks:

Exhibit 99.1: Joint Filer Information, 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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