

ESTEE LAUDER COMPANIES INC
Form 3
December 18, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Evelyn H. Lauder 2012
Marital Trust One

(Last) (First) (Middle)

C/O PILLSBURY WINTHROP
SHAW PITTMAN LLP, 1540
BROADWAY

(Street)

NEW YORK, NY 10036-4039

(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year)
12/13/2012

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|----------------------|------------------|-----------------|----------------------|----------------------------|----------|---------------------------------------|---------------------------------|
| Class B Common Stock | Â (2) | Â (2) | Class A Common Stock | 90,659,684 | \$ (2) | I (1) | by LAL Family Partners L.P. (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Evelyn H. Lauder 2012 Marital Trust One C/O PILLSBURY WINTHROP SHAW PITTMAN LLP 1540 BROADWAY NEW YORK, NY 10036-4039 | Â | Â X | Â | Â |
| Evelyn H. Lauder 2012 Marital Trust Two C/O PILLSBURY WINTHROP SHAW PITTMAN LLP 1540 BROADWAY NEW YORK, NY 10036-4039 | Â | Â X | Â | Â |

Signatures

/s/ Joel S. Ehrenkranz, as a trustee of Evelyn H. Lauder 2012 Marital Trust One 12/18/2012

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) For estate planning purposes, the Evelyn H. Lauder 2011 Marital Trust, as successor to the LAL 2008 Marital Trust (the "LAL 2008 Trust"), was divided into two trusts: the Evelyn H. Lauder 2012 Marital Trust One ("EHL Trust One") and the Evelyn H. Lauder 2012 Marital Trust Two ("EHL Trust Two"), each of which is an irrevocable trust. EHL Trust One is for the benefit of William P. Lauder, Gary M. Lauder, and their descendants. EHL Trust Two is for the benefit of Leonard A. Lauder and his descendants. As a result of the division, the LAL 2008 Trust terminated and ceased being a stockholder of LAL Family Corporation ("LALFC"), which is the sole general partner of LAL Family Partners L.P. ("LALFP"), and EHL Trust One and EHL Trust Two became stockholders of LALFC. The shares reported continue to be owned directly by LALFP. Each of EHL Trust One and EHL Trust Two disclaims beneficial ownership of such shares except to the extent of its pecuniary interest.

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

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Remarks:

Exhibit 99.1 - Joint Filer Information, incorporated 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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