

1992 GRAT REMAINDER TRUST FBO WILLIAM LAUDER
 Form 4
 August 23, 2012

FORM 4

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

OMB APPROVAL

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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 WILLIAM 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)
 08/21/2012

____ Director 10% Owner
 ____ Officer (give title below) 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock					868,662 ⁽¹⁾	D ⁽²⁾ ⁽³⁾ ⁽⁴⁾	
Class A Common Stock	08/21/2012		S ⁽⁵⁾	80,000 ₍₆₎ D	\$ 60.52 ₍₆₎ ₍₇₎ 788,662	D ⁽²⁾ ⁽³⁾ ⁽⁴⁾	
Class A Common Stock	08/22/2012		S ⁽⁵⁾	35,385 ₍₆₎ D	\$ 60.02 ₍₆₎ ₍₈₎ 753,277	D ⁽²⁾ ⁽³⁾ ⁽⁴⁾	
Class A Common					225,176 ⁽⁹⁾	D ⁽¹⁰⁾	

Stock				
Class A Common Stock		10,468 <u>(11)</u>	I <u>(12)</u>	by children of WPL
Class A Common Stock		24,360 <u>(13)</u>	I <u>(3)</u> <u>(4)</u> <u>(14)</u>	WPL is a trustee of the GML GRAT Remainder Trust

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

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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)
						Date Exercisable Expiration Date	Title Amount
							Number of Shares
Class B Common Stock	<u>(15)</u>					<u>(15)</u> <u>(15)</u>	Class A Common Stock 1,268 <u>(1)</u>
Class B Common Stock	<u>(15)</u>					<u>(15)</u> <u>(15)</u>	Class A Common Stock 6,525 <u>(1)</u>
Class B Common Stock	<u>(15)</u>					<u>(15)</u> <u>(15)</u>	Class A Common Stock 45,740 <u>(1)</u>
Class A Common Stock	\$ 17.5 <u>(19)</u>					01/01/2007 ⁽¹⁹⁾ 09/26/2015 ⁽¹⁹⁾	Class A Common Stock 300 <u>(1)</u>
Class A Common Stock	\$ 19.78 <u>(20)</u>					01/01/2008 ⁽²⁰⁾ 09/20/2016 ⁽²⁰⁾	Class A Common Stock 300 <u>(2)</u>

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(20) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 100,000 shares exercisable from and after January 1, 2008; 100,000 shares exercisable from and after January 1, 2009; and 100,000 shares exercisable from and after January 1, 2010. This option was previously reported as covering 50,000 shares exercisable from and after January 1, 2008; 50,000 shares exercisable from and after January 1, 2009; and 50,000 shares exercisable from and after January 1, 2010 at an exercise price of \$39.56, but has been adjusted in this report to reflect the stock split that occurred on January 20, 2012.

(21) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 100,000 shares exercisable from and after January 1, 2009; 100,000 shares exercisable from and after January 1, 2010; and 100,000 shares exercisable from and after January 1, 2011. This option was previously reported as covering 50,000 shares exercisable from and after January 1, 2009; 50,000 shares exercisable from and after January 1, 2010; and 50,000 shares exercisable from and after January 1, 2011 at an exercise price of \$42.58, but has been adjusted in this report to reflect the stock split that occurred on January 20, 2012.

(22) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 100,000 shares exercisable from and after January 1, 2010; 100,000 shares exercisable from and after January 1, 2011; and 100,000 shares exercisable from and after January 1, 2012. This option was previously reported as covering 50,000 shares exercisable from and after January 1, 2010; 50,000 shares exercisable from and after January 1, 2011; and 50,000 shares exercisable from and after January 1, 2012 at an exercise price of \$52.83, but has been adjusted in this report to reflect the stock split that occurred on January 20, 2012.

(23) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 59,100 shares exercisable from and after January 1, 2011; 59,102 shares exercisable from and after January 1, 2012; and 59,102 shares exercisable from and after January 1, 2013. This option was previously reported as covering 29,550 shares exercisable from and after January 1, 2011; 29,551 shares exercisable from and after January 1, 2012; and 29,551 shares exercisable from and after January 1, 2013 at an exercise price of \$34.00, but has been adjusted in this report to reflect the stock split that occurred on January 20, 2012.

(24) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 41,376 shares exercisable from and after January 1, 2012; 41,378 shares exercisable from and after January 1, 2013; and 41,378 shares exercisable from and after January 1, 2014. This option was previously reported as covering 20,688 shares exercisable from and after January 1, 2012; 20,689 shares exercisable from and after January 1, 2013; and 20,689 shares exercisable from and after January 1, 2014 at an exercise price of \$58.08, but has been adjusted in this report to reflect the stock split that occurred on January 20, 2012.

(25) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 22,352 shares exercisable from and after January 1, 2013; 22,352 shares exercisable from and after January 1, 2014; and 22,352 shares exercisable from and after January 1, 2015. This option was previously reported as covering 11,176 shares exercisable from and after January 1, 2013; 11,176 shares exercisable from and after January 1, 2014; and 11,176 shares exercisable from and after January 1, 2015 at an exercise price of \$98.17, but has been adjusted in this report to reflect the stock split that occurred on January 20, 2012.

(26) 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.

(27) These Restricted Stock Units are from the grants dated September 2, 2009, September 1, 2010, and September 1, 2011, which will vest and pay out as follows: 23,706 on October 31, 2012; 13,902 on October 31, 2013; and 6,728 on October 31, 2014. These Restricted Stock Units were previously reported as paying out as follows: 11,853 on October 31, 2012; 6,951 on October 31, 2013; and 3,364 on October 31, 2014, but have been adjusted in this report to reflect the stock split that occurred on January 20, 2012.

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