

Trower Alexandra C.
Form 4
September 06, 2018

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 *
Trower Alexandra C.

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)

THE ESTEE LAUDER COMPANIES INC., 767 FIFTH AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
09/04/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP - Global Communications

(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
 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	09/04/2018		A ⁽¹⁾		12,185 ₍₁₎	A	\$ 0
Class A Common Stock	09/04/2018		F ⁽²⁾		6,485	D	\$ 138.93
							26,518
							20,033

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

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SEC 1474 (9-02)

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

Table with 8 main columns: 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). Includes rows for 'Option (Right to Buy)' and 'Restricted Stock Units (Share Payout)'. Includes sub-headers 'Date Exercisable' and 'Expiration Date' for column 6, and 'Code', 'V', 'A', 'D' for column 5, and 'Title' and 'Amount or Number of Shares' for column 7.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Includes sub-headers Director, 10% Owner, Officer, Other. Content includes: Trower Alexandra C., THE ESTEE LAUDER COMPANIES INC., 767 FIFTH AVENUE, NEW YORK, NY 10153 and EVP - Global Communications.

Signatures

Alexandra C. Trower, by Maureen Sladek, attorney-in-fact 09/06/2018
**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 4, 2015.
(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 5,203 shares exercisable from and after January 1, 2020; 5,203 shares exercisable from and after January 1, 2021; and 5,203 shares exercisable from and after January 1, 2022.

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(4) Not applicable.

Assuming continued employment, these Restricted Stock Units ("RSUs") will vest and be paid out as follows: 1,557 on October 31, 2019; 1,557 on November 2, 2020; and 1,557 on November 1, 2021. RSUs vest and are paid out in shares of Class A Common Stock on a

(5) one-to-one basis on the applicable vesting date. Upon payout, shares will be withheld to cover statutory tax obligations. RSUs 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.

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