

ESTEE LAUDER COMPANIES INC

Form 4

September 24, 2009

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

THE ESTEE LAUDER
COMPANIES INC., 767 FIFTH
AVENUE

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

ESTEE LAUDER COMPANIES
INC [EL]

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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	09/22/2009		J ⁽¹⁾	1,343,846	D <u>(1)</u>	1,280,456	D ⁽²⁾
Class A Common Stock	09/22/2009		J ⁽³⁾	1,280,456	D <u>(3)</u>	0	D ⁽²⁾

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

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information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

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	<u>(4)</u>	09/22/2009		J <u>(1)</u>		1,343,846		<u>(4)</u>	<u>(4)</u>	Class A Common Stock	1,343,846
Class B Common Stock	<u>(4)</u>	09/22/2009		J <u>(3)</u>		1,280,456		<u>(4)</u>	<u>(4)</u>	Class A Common Stock	1,280,456

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Y PARTNERS LP LAUDER COMPANIES INC. VENUE NY 10153		X		
Y CORP LAUDER COMPANIES INC. VENUE NY 10153		X		
arital Trust URY WINTHROP SHAW PITTMAN LLP OWAY NY 10036-4039		X		

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