

1992 GRAT REMAINDER TRUST FBO GARY LAUDER
 Form 4/A
 September 10, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)
 NEW YORK, NY 10153
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 09/03/2010
 4. If Amendment, Date Original Filed (Month/Day/Year)
 09/08/2010

____ Director 10% Owner
 ____ Officer (give title below) Other (specify below)
 Trust with Insider Trustee
 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 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	09/03/2010		S ⁽¹⁾		4,500 (2)	D	\$ 59.1607 (2) (14)	646,013	D ⁽³⁾ ⁽⁴⁾ (5)
Class A Common Stock	09/03/2010		S ⁽¹⁾		500 ⁽²⁾	D	\$ 59.648 (2) (15)	645,513	D ⁽³⁾ ⁽⁴⁾ (5)
Class A Common Stock	09/03/2010		M ⁽¹⁰⁾		20,000	A	\$ 40.5	85,811	D ⁽⁷⁾
Class A Common	09/03/2010		M ⁽¹⁰⁾		20,000	A	\$ 32.15	105,811	D ⁽⁷⁾

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Stock

Class A Common Stock	09/03/2010	S ⁽¹⁰⁾	39,300 (2)	D	\$ 58.9763 (2) (16)	66,511	D (7)
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Class A Common Stock	09/03/2010	S ⁽¹⁰⁾	700 (2)	D	\$ 59.5014 (2) (17)	65,811	D (7)
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Class A Common Stock						884,331	I (4) (5) (6)	by 1992 GRAT Remainder Trust f/b/o WPL
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Class A Common Stock						5,234	I (8)	by children of WPL
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)	Amount of Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Option (right to buy)	\$ 40.5	09/03/2010		M ⁽¹⁰⁾	20,000	(11) 07/26/2011	Class A Common Stock	20,000
Option (right to buy)	\$ 32.15	09/03/2010		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
	(9)					(9) (9)		3,262,8

Class B
Common
Stock

Class A
Common
Stock

Class B
Common
Stock

(9)

(9)

(9)

Class A
Common
Stock

22,870

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
1992 GRAT REMAINDER TRUST FBO GARY LAUDER 767 FIFTH AVENUE NEW YORK, NY 10153		X		Trust with Insider Trustee
LAUDER GARY M 767 FIFTH AVENUE NEW YORK, NY 10153		X		
Lauder William P C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153	X	X	Executive Chairman	

Signatures

1992 GRAT RemainderTrust F/B/O Gary Lauder, by Spencer G. Smul, Attorney-in-fact	**Signature of Reporting Person	09/10/2010
	Date	
Gary M. Lauder, by Spencer G. Smul, Attorney-in-fact	**Signature of Reporting Person	09/10/2010
	Date	
William P. Lauder, by Spencer G. Smul, Attorney-in-fact	**Signature of Reporting Person	09/10/2010
	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) 1992 GRAT Remainder Trust f/b/o Gary M. Lauder ("GML GRAT Remainder Trust") sold shares of Class A Common Stock pursuant to plans intended to comply with Rule 10b5-1(c), previously entered into on February 3, 2010 and on May 3, 2010.
The number of securities reported represents an aggregate number of shares sold in multiple open market transactions over a range of sales prices. The price reported represents the weighted average price. The GML GRAT Remainder Trust, Gary M. Lauder ("GML") or William P. Lauder ("WPL"), as the case may be, undertakes to provide the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares sold by such reporting person at each separate price within the range.
- (2) Owned by GML GRAT Remainder Trust directly. Owned by each of GML and WPL, indirectly, as a trustee of the GML GRAT Remainder Trust.
- (3) GML disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.
- (4)

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- (5) WPL disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.
- (6) Owned by 1992 GRAT Remainder Trust f/b/o William P. Lauder (the "WPL GRAT Remainder Trust") directly. Owned by each of GML and WPL, indirectly, as a trustee of the WPL GRAT Remainder Trust.
- (7) Owned by WPL directly.
- (8) Owned by WPL indirectly, in custody for his children.

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
- (9) 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.
- (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 \$58.52 to \$59.50 per share, inclusive.
- (15) Sales prices range from \$59.53 to \$59.78 per share, inclusive.
- (16) Sales prices range from \$58.50 to \$59.49 per share, inclusive.
- (17) Sales prices range from \$59.50 to \$59.51 per share, inclusive.

Remarks:

Exhibit 99.1: Joint Filer Information, incorporated herein by reference. This amendment on Form 4/A to the Form 4 filed on S

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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