

ESTEE LAUDER COMPANIES INC
Form 3
June 03, 2010

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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â TRUST UNDER ARTICLE 2 OF THE ZINTERHOFER 2008 DESCENDANTS TRUST AGREEMENT | | | (Month/Day/Year) | ESTEE LAUDER COMPANIES INC [EL] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O THE ESTEE LAUDER COMPANIES INC.,Â 767 FIFTH AVE. | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NEW YORK,Â NYÂ 10153 | | | | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> 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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |
|----------------------|------------------|-----------------|----------------------|----------------------------|------------------------------|--|
| Class B Common Stock | Â (1) | Â (1) | Class A Common Stock | 2,405,297 | \$ (1) | D (2) Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TRUST UNDER ARTICLE 2 OF THE ZINTERHOFER 2008 DESCENDANTS TRUST AGREEMENT C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVE. NEW YORK, NY 10153 | Â | Â X | Â | Â |

Signatures

/s/ Spencer G. Smul, The Trust Under Article 2 of The Zinterhofer 2008 Descendants Trust Agreement, by Aerin Lauder Zinterhofer, as Trustee and not in her individual capacity, by Spencer G. Smul, attorney in fact

06/03/2010

__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) Shares of Class B Common Stock may be converted immediately into Class A Common Stock on a one-to-one basis by the holder and 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" 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.

(2) On May 25, 2010, the Reporting Person acquired from the Aerin Lauder Zinterhofer 2000 Revocable Trust (the "ALZ 2000 Revocable Trust") in a private transaction, pursuant to the terms of a Transfer Agreement by and among Aerin Lauder Zinterhofer, the trustee of the ALZ 2000 Revocable Trust, the trustees of the Reporting Person and the trustee of the Aerin Lauder Zinterhofer 2008 Grantor Retained Annuity Trust (the "ALZ 2008 GRAT"), 2,405,297 shares of the Class B Common Stock, par value \$.01 per share, of the Issuer ("Class B Common Stock") and additional cash in exchange for a remainder interest in the ALZ 2008 GRAT held by the Reporting Person.

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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