

O'HARE MICHAEL
Form 4
November 02, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
O'HARE MICHAEL

(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)
10/31/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP-Global Human Resources

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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	10/31/2018		M		7,645 (1)	A \$ 0 (2)	7,645 D
Class A Common Stock	10/31/2018		F(3)		4,070 D	\$ 140.8	3,575 D
Class A Common Stock	11/01/2018		S		675 D	\$ 140.55	2,900 D

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Class A Common Stock	11/01/2018	S	200	D	\$ 140.56	2,700	D
Class A Common Stock	11/01/2018	S	2,700	D	\$ 140.59	0	D

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

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(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 or Number of Shares
Restricted Stock Units (Share Payout) ⁽⁴⁾	\$ 0 ⁽²⁾	10/31/2018		M	2,694	10/31/2018 ⁽⁵⁾	Class A Common Stock	2,694
Restricted Stock Units (Share Payout) ⁽⁴⁾	\$ 0 ⁽²⁾	10/31/2018		M	2,607	10/31/2018 ⁽⁶⁾	Class A Common Stock	2,607
Restricted Stock Units (Share Payout) ⁽⁴⁾	\$ 0 ⁽²⁾	10/31/2018		M	2,344	10/31/2018 ⁽⁷⁾	Class A Common Stock	2,344

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

O'HARE MICHAEL
THE ESTEE LAUDER COMPANIES INC.
767 FIFTH AVENUE
NEW YORK, NY 10153

EVP-Global Human Resources

Signatures

Michael O'Hare, by Spencer G. Smul,
attorney-in-fact

11/02/2018

____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) Payout of shares upon vesting of portions of Restricted Stock Units ("RSUs") granted September 4, 2015, September 6, 2016 and September 5, 2017.

(2) Not applicable.

(3) Represents the withholding of shares for tax purposes.

(4) RSUs vest and are paid out in shares of Class A Common Stock on a one-to-one basis on the applicable vesting date. RSUs generally vest in three approximately equal installments. Upon payout, additional 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.

(5) RSUs from grant dated September 4, 2015.

(6) RSUs from grant dated September 6, 2016. Assuming continued employment, RSUs will vest and be paid out as follows: 2,607 on October 31, 2019.

(7) RSUs from grant dated September 5, 2017. Assuming continued employment, RSUs will vest and be paid out as follows: 2,344 on October 31, 2019; and 2,344 on November 2, 2020.

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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