ESTEE LAUDER COMPANIES INC

Form 4 June 15, 2005

FORM 4

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

OMB Number: 3235-0287

response...

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average burden hours per

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LAUDER RONALD S			nbol	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) THE ESTI	(First) (EE LAUDER	(Mo	Date of Earliest 7 onth/Day/Year) /14/2005	Fransaction	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) below) Chairman Clinique Labs, Inc.				
	IES INC., 767 FI		1 1/2005		Cnairma	n Clinique La	ibs, inc.		
AVENUE	illo inve., 707 Th	. 111							
(Street)			f Amendment, Γ	Date Original	6. Individual or Joint/Group Filing(Check				
			ed(Month/Day/Ye	ar)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
NEW YOU	RK, NY 10153				Person	More than One	Reporting		
(City)	(State)	(Zip)	Table I - Non-	Derivative Securities Acq	uired, Disposed o	of, or Benefic	ially Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution Date,	, if Transactio	nor Disposed of (D)	Securities	Ownership	Indirect		
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial		
		(Month/Day/Ye	ear) (Instr. 8)		Owned	Direct (D)	Ownership		

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities a comr Disposed of (Instr. 3, 4 and	of (D)	red (A)	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			Code V	Amount	(D)	Price	(msu. 3 and 4)		
Common Stock	06/14/2005		C(1)	1,500,000	A	\$0	1,557,553	D	
Class A Common Stock	06/14/2005		J(2)	750,000	D	\$0	807,553	D	
Class A Common Stock	06/14/2005		J(2)	750,000	D	\$0	57,553 <u>(3)</u>	D	

Edgar Filing: ESTEE LAUDER COMPANIES INC - Form 4

Class A Common Stock	3,182 (4)	I	By Descendants of RSL 1966 Trust
----------------------	-----------	---	---

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	orDeriv Secu Acqu Disp	umber of vative urities uired (A) or losed of (D) r. 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	\$ 0 (5)	06/14/2005		C(1)		1,500,000	<u>(6)</u>	<u>(6)</u>	Class A Common Stock	1,500,00
Class B Common Stock	\$ 0 (5)						<u>(6)</u>	<u>(6)</u>	Class A Common Stock	3,182
Class B Common Stock	\$ 0 (5)						<u>(6)</u>	<u>(6)</u>	Class A Common Stock	40,220

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LAUDER RONALD S THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153	X	X	Chairman Clinique Labs, Inc.				
Signatures							

Ronald S. Lauder, by Robin S. Elkowitz, 06/15/2005 Attorney-in-fact **Signature of Reporting Person Date

Reporting Owners 2

Edgar Filing: ESTEE LAUDER COMPANIES INC - Form 4

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) On June 14, 2005, the Reporting Person converted 1,500,000 shares of Class A Common Stock into an equal number of shares of Class A Common Stock.
- (2) Delivery of shares by Reporting Person to satisfy, in part, stock loans entered into prior to the Issuer's initial public offering.
- (3) The Reporting Person has a short position of 1,144,986 shares of Class A Common Stock established prior to the Issuer's initial public offering.
- (4) The Reporting Person disclaims beneficial ownership of these shares to the extent he does not have a pecuniary interest in such securities.
- (5) There is no exercise or conversion price for the Class B Common Stock. It is convertible into shares of Class A Common Stock on a one-to-one basis.
- 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 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 Issuerer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.