

ESTEE LAUDER COMPANIES INC
 Form 4
 November 21, 2007

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

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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

(Last) (First) (Middle)

C/O 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)
 11/19/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Trust with Insider

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 11/19/2007 | | S ⁽¹⁾ | 12,282 | D | 43.3543 (2) | 294,749 D ⁽¹⁾ |
| Class A Common Stock | 11/20/2007 | | S ⁽¹⁾ | 12,282 | D | 42.8295 (2) | 282,467 D ⁽¹⁾ (9) |
| Class A Common Stock | 11/19/2007 | | S ⁽³⁾ | 25,000 | D | 43.3586 (4) | 385,400 D ⁽³⁾ |

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| | | | | | | | | |
|----------------------------|------------|------------------|---------|---|----------------------|---------|-----------|--|
| Class A Common Stock | 11/20/2007 | S ⁽³⁾ | 25,000 | D | \$ 42.834 (4) | 360,400 | D (3) (9) | |
| Class A Common Stock | 11/19/2007 | S ⁽⁵⁾ | 12,282 | D | \$ 43.3552 (6) | 294,749 | D (5) | |
| Class A Common Stock | 11/20/2007 | S ⁽⁵⁾ | 12,282 | D | \$ 42.8285 (6) | 282,467 | D (5) (9) | |
| Class A Common Stock | 11/19/2007 | S ⁽⁷⁾ | 133,038 | D | \$ 43.4415 (8) | 609,327 | D (7) (9) | |
| Class A Common Stock | 11/20/2007 | S ⁽⁷⁾ | 92,817 | D | \$ 43.152 (8) | 516,510 | D (7) | |
| Class A Common Stock | | | | | | 5,234 | I (9) | By children of William P. Lauder |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|---|---|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|--------------|-------------------|--------------------|
| | Director | 10% Owner | Officer | Other |
| 1992 GRAT REMAINDER TRUST FBO GARY LAUDER C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153 | | X | | Trust with Insider |
| Lauder William P THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVE. NEW YORK, NY 10036 | X | X | President and CEO | |
| LAUDER GARY M ICTV INC. 14600 WINCHESTER BLVD. LOS GATOS, CA 95032 | | X | | |
| LAUDER GARY M REVOCABLE TRUST UAD 8/10/2000 ICTV INC. 14600 WINCHESTER BLVD. LOS GATOS, CA 95032 | | X | | |
| 1992 GRAT REMAINDER TRUST FBO WILLIAM LAUDER THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NY, NY 10153 | | X | | Trust with Insider |

Signatures

| | |
|---|------------|
| William P. Lauder, by Spencer G. Smul, Attorney-in-fact | 11/21/2007 |
| <u> </u> **Signature of Reporting Person | Date |
| Gary M. Lauder, by Spencer G. Smul, Attorney-in-fact | 11/21/2007 |
| <u> </u> **Signature of Reporting Person | Date |
| Gary M. Lauder, Trustee, by Spencer G. Smul, Attorney-in-fact | 11/21/2007 |
| <u> </u> **Signature of Reporting Person | Date |
| William P. Lauder, Trustee, by Spencer G. Smul, Attorney-in-fact | 11/21/2007 |
| <u> </u> **Signature of Reporting Person | Date |
| Gary M. Lauder, Trustee, by Spencer G. Smul, Attorney-in-fact | 11/21/2007 |

__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).

The 1992 GRAT Remainder Trust f/b/o Gary M. Lauder sold shares of Class A Common Stock pursuant to a plan intended to comply with Rule 10b5-1(c), previously entered into on September 5, 2007. The 1992 GRAT Remainder Trust f/b/o Gary M. Lauder also owns 1,343,846 shares of Class B Common Stock.
- (2) See Exhibit 99.1(a).
- (3) The GML Revocable Trust sold shares of Class A Common Stock pursuant to a plan intended to comply with Rule 10b5-1(c), previously entered into on September 5, 2007.
- (4) See Exhibit 99.1(b).

The 1992 GRAT Remainder Trust f/b/o William P. Lauder sold shares of Class A Common Stock pursuant to a plan intended to comply with Rule 10b5-1(c), previously entered into on September 5, 2007. The 1992 GRAT Remainder Trust f/b/o William P. Lauder also owns 1,914,608 shares of Class B Common Stock.
- (6) See Exhibit 99.1(c).
- (7) After the sales on November 19, 2007 and November 20, 2007, William P. Lauder ("WPL") owns 516,510 shares of Class A Common Stock, and also owns 3,262,800 shares of Class B Common Stock.
- (8) See Exhibit 99.1(d).
- (9) See Exhibit 99.1(e).

Remarks:

*The name of this Trust is the Second Amendment and Restatement of the Gary M. Lauder Revocable Trust u/a dated October

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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