

Trower Alexandra C.
Form 4
February 14, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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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 *
Trower Alexandra C.

2. Issuer Name and Ticker or Trading Symbol
ESTEE LAUDER COMPANIES INC [EL]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
EVP - Global Communications

(Last) (First) (Middle)

THE ESTEE LAUDER COMPANIES INC., 767 FIFTH AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
12/11/2018

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10153

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Class A Common Stock | 12/11/2018 | | G | V 1,140 D <u>1</u> | 8,412 | I | Through a revocable trust for the Reporting Person. ⁽²⁾ |
| Class A Common Stock | 02/07/2019 | | G | V 1,234 D <u>1</u> | 7,178 | I | Through a revocable trust for the |

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| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|
| Class A Common Stock | | 02/07/2019 | | G V 570 D | <u>1</u> 6,608 | I | Reporting Person. Through a revocable trust for the Reporting Person. |
| Class A Common Stock | | 02/07/2019 | | G V 570 A | <u>1</u> 570 | I | Held by spouse of Reporting Person |
| Class A Common Stock | | 02/08/2019 | | G V 570 D | <u>1</u> 0 | I | Held by spouse of Reporting Person |
| Class A Common Stock | | 02/12/2019 | | G V 9,032 D | <u>1</u> 0 | D | |
| Class A Common Stock | | 02/12/2019 | | G V 9,032 A | <u>1</u> 15,640 | I | Through a revocable trust for the Reporting Person. |
| Class A Common Stock | | 02/13/2019 | | M | 9,072 A <u>\$ 77.35</u> ⁽³⁾ | 9,072 D | |
| Class A Common Stock | | 02/13/2019 | | M | 8,726 A <u>\$ 89.47</u> ⁽⁴⁾ | 17,798 D | |
| Class A Common Stock | | 02/13/2019 | | M | 7,498 A <u>\$ 107.95</u> ⁽⁵⁾ | 25,296 D | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|------------------------------------|------------------|---|------|---|-------|-----|---------------------------|--------------------|----------------------------|--|
| Option (right to buy) | \$ <u>77.35</u> (3) | 02/13/2019 | | M | | 9,072 | | 01/01/2017 ⁽³⁾ | 09/04/2025 | Class A Common Stock | 9,072 |
| Option (right to buy) | \$ <u>89.47</u> (4) | 02/13/2019 | | M | | 8,726 | | 01/01/2018 ⁽⁴⁾ | 09/06/2026 | Class A Common Stock | 8,726 |
| Option (Right to Buy) | \$ <u>107.95</u> (5) | 02/13/2019 | | M | | 7,498 | | 01/01/2019 ⁽⁵⁾ | 09/05/2027 | Class A Common Stock | 7,498 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Trower Alexandra C. THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153 | | | EVP - Global Communications | |

Signatures

Alexandra C. Trower, by Maureen Sladek,
attorney-in-fact

02/14/2019

**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) Not applicable.
- (2) Account for the Reporting Person retitled to a revocable trust account for the Reporting Person on July 26, 2018.
- (3) Stock Options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 9,071 shares exercisable from and after January 1, 2017; 9,071 shares exercisable from and after January 1, 2018; 9,072 shares exercisable from and after January 1, 2019.
- (4) Stock Options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 8,726 shares exercisable from and after January 1, 2018; 8,726 shares exercisable from and after January 1, 2019; 8,726 shares exercisable from and after January 1, 2020.
- (5) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 7,498 shares exercisable from and after January 1, 2019; 7,499 shares exercisable from and after January 1, 2020; and 7,499 shares exercisable from and after January 1, 2021.

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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