

BARSHEFSKY CHARLENE  
 Form 4  
 November 13, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
**BARSHEFSKY CHARLENE**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/09/2012

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

**WILMER, CUTLER & PICKERING, 2445 M. STREET, N.W.**

(Street)

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

**WASHINGTON,, DC 20037**

(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 Ownership (Instr. 4)
Class A Common Stock				(A) or (D) Price	4,000 <sup>(1)</sup>	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)

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**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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option (Right to Buy)	\$ 57.49	11/09/2012		A <sup>(2)</sup>		4,736		11/09/2013	11/09/2022	Class A Common Stock	4,736
Stock Units (Share Payout)	<u>(3)</u>	11/09/2012		A <sup>(2)</sup>		1,213.53		<u>(4)</u>	<u>(4)</u>	Class A Common Stock	1,213.53
Option (Right to Buy)	\$ 18.5 <sup>(6)</sup>							11/05/2004	11/05/2013	Class A Common Stock	10,000 <sup>(6)</sup>
Option (Right to Buy)	\$ 22.16 <sup>(7)</sup>							11/05/2005	11/05/2014	Class A Common Stock	13,380 <sup>(7)</sup>
Option (Right to Buy)	\$ 16.92 <sup>(8)</sup>							11/10/2006	11/10/2015	Class A Common Stock	10,000 <sup>(8)</sup>
Option (Right to Buy)	\$ 20.2 <sup>(9)</sup>							10/31/2007	10/31/2016	Class A Common Stock	10,000 <sup>(9)</sup>
Option (Right to Buy)	\$ 22.13 <sup>(10)</sup>							11/09/2008	11/09/2017	Class A Common Stock	10,000 <sup>(10)</sup>
Option (Right to Buy)	\$ 16.81 <sup>(11)</sup>							11/07/2009	11/07/2018	Class A Common Stock	10,000 <sup>(11)</sup>
Option (Right to Buy)	\$ 23.32 <sup>(12)</sup>							11/13/2010	11/13/2019	Class A Common Stock	10,000 <sup>(12)</sup>
Option (Right to Buy)	\$ 35.51 <sup>(13)</sup>							11/09/2011	11/08/2020	Class A Common Stock	10,000 <sup>(13)</sup>
Option (Right to Buy)	\$ 57.53 <sup>(14)</sup>							11/11/2012	11/11/2021	Class A Common Stock	4,576 <sup>(14)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARSHEFSKY CHARLENE WILMER, CUTLER & PICKERING 2445 M. STREET, N.W. WASHINGTON,, DC 20037	X			

## Signatures

Charlene Barshefsky, by Charles E. Reese, II, Attorney-in-fact	11/13/2012
__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) On January 20, 2012, the Class A Common Stock of the Issuer split 2-for-1, resulting in the Reporting Person's ownership of an additional 2,000 shares of Class A Common Stock.
  - (2) Granted pursuant to the Issuer's Non-Employee Director Share Incentive Plan.
  - (3) Each stock unit (share payout) is convertible into cash equal to the value of one share of Class A Common Stock (i.e. 1:1).
  - (4) The stock units (share payout) will be paid out on the first business day of the calendar year following the last date of the Reporting Person's service as a director of the Company.
  - (5) On January 20, 2012, the Class A Common Stock of the Issuer split 2-for-1, resulting in the Reporting Person's ownership of 5,273.17 additional Stock Units (Share Payout).  
Stock Options granted pursuant to the Issuer's Non-Employee Director Share Incentive Plan. This option was previously reported as covering 5,000 shares at an exercise price of \$37.00 per share, but has been adjusted in this report to reflect the 2-for-1 stock split on January 20, 2012.
  - (6) Stock Options granted pursuant to the Issuer's Non-Employee Director Share Incentive Plan. This option was previously reported as covering 6,692 shares at an exercise price of \$44.32 per share, but has been adjusted in this report to reflect the 2-for-1 stock split on January 20, 2012.
  - (7) Stock Options granted pursuant to the Issuer's Non-Employee Director Share Incentive Plan. This option was previously reported as covering 5,000 shares at an exercise price of \$33.84 per share, but has been adjusted in this report to reflect the 2-for-1 stock split on January 20, 2012.
  - (8) Stock Options granted pursuant to the Issuer's Non-Employee Director Share Incentive Plan. This option was previously reported as covering 5,000 shares at an exercise price of \$40.39 per share, but has been adjusted in this report to reflect the 2-for-1 stock split on January 20, 2012.
  - (9) Stock Options granted pursuant to the Issuer's Non-Employee Director Share Incentive Plan. This option was previously reported as covering 5,000 shares at an exercise price of \$44.25 per share, but has been adjusted in this report to reflect the 2-for-1 stock split on January 20, 2012.
  - (10) Stock Options granted pursuant to the Issuer's Non-Employee Director Share Incentive Plan. This option was previously reported as covering 5,000 shares at an exercise price of \$33.62 per share, but has been adjusted in this report to reflect the 2-for-1 stock split on January 20, 2012.
  - (11) Stock Options granted pursuant to the Issuer's Non-Employee Director Share Incentive Plan. This option was previously reported as covering 5,000 shares at an exercise price of \$46.63 per share, but has been adjusted in this report to reflect the 2-for-1 stock split on January 20, 2012.
  - (12) Stock Options granted pursuant to the Issuer's Non-Employee Director Share Incentive Plan. This option was previously reported as covering 5,000 shares at an exercise price of \$71.02 per share, but has been adjusted in this report to reflect the 2-for-1 stock split on
  - (13)

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January 20, 2012.

Stock Options granted pursuant to the Issuer's Non-Employee Director Share Incentive Plan. This option was previously reported as **(14)** covering 2,288 shares at an exercise price of \$115.06 per share, but has been adjusted in this report to reflect the 2-for-1 stock split on January 20, 2012.

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.