

O'HARE MICHAEL  
Form 4  
February 07, 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 \*  
O'HARE MICHAEL

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)  
02/06/2019

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

THE ESTEE LAUDER COMPANIES INC., 767 FIFTH AVENUE

(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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Class A Common Stock            | 02/06/2019                           |  | M                              |   | 9,026   | A  | \$ 77.35<br>(1)                                       |
| Class A Common Stock            | 02/06/2019                           |  | M                              |   | 9,594   | A  | \$ 89.47<br>(2)                                       |
| Class A Common Stock            | 02/06/2019                           |  | M                              |   | 8,587   | A  | \$ 107.95<br>(3)                                      |

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|         |            |  |   |            |    |            |            |
|---------|------------|--|---|------------|----|------------|------------|
| Class A |            |  |   |            | \$ |            |            |
| Common  | 02/06/2019 |  | S | 27,207     | D  | 151.49     | 0          |
| Stock   |            |  |   | <u>(4)</u> |    | <u>(4)</u> | <u>(5)</u> |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (Right to Buy) <sup>(1)</sup>       | \$ 77.35   | 02/06/2019                           |  | M                              | 9,026   | 01/01/2017 <sup>(1)</sup> 09/04/2025                     | Class A Common Stock  | 9,026                      |
| Option (Right to Buy) <sup>(2)</sup>       | \$ 89.47   | 02/06/2019                           |  | M                              | 9,594   | 01/01/2018 <sup>(2)</sup> 09/06/2016                     | Class A Common Stock  | 9,594                      |
| Option (Right to Buy) <sup>(3)</sup>       | \$ 107.95  | 02/06/2019                           |  | M                              | 8,587   | 01/01/2019 <sup>(3)</sup> 09/05/2027                     | Class A Common Stock  | 8,587                      |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

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 Maureen Sladek,  
attorney-in-fact

02/07/2019

\_\_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) Stock Options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of: 9,025 shares exercisable from and after January 1, 2017; 9,026 shares exercisable from and after January 1, 2018; and 9,026 shares exercisable from and after January 1, 2019.
- (2) Stock Options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of: 9,594 shares exercisable from and after January 1, 2018; 9,595 shares exercisable from and after January 1, 2019; and 5,947 shares exercisable from and after January 1, 2020.
- (3) Stock Options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of: 8,587 shares exercisable from and after January 1, 2019; 8,588 shares exercisable from and after January 1, 2020; and 8,588 shares exercisable from and after January 1, 2021.
- (4) The number of securities reported represents an aggregate number of shares sold in multiple open market transactions over a range of sales prices. The price reported represents the weighted average price. The Reporting Person undertakes to provide to the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares sold by the Reporting Person at each separate price within the range.
- (5) Sales prices range from \$151.43 to \$151.59 per share, inclusive.
- (6) Not applicable.

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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