

Freda Fabrizio  
Form 4  
August 23, 2017

**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 \*  
Freda Fabrizio

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)  
08/22/2017

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

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                                                                                        | Price                                                    |                                                       |
| Class A Common Stock            | 08/22/2017                           |                                                    | M                              |                                                                   | 300,000                                                                                       | A \$ 17 <sup>(1)</sup>                                   | 373,174 D                                             |
| Class A Common Stock            | 08/22/2017                           |                                                    | S                              |                                                                   | 153,018                                                                                       | D \$ 105.21 <sup>(2) (3)</sup>                           | 220,156 D                                             |
| Class A Common Stock            | 08/22/2017                           |                                                    | S                              |                                                                   | 141,082                                                                                       | D \$ 106.32 <sup>(2) (4)</sup>                           | 79,074 D                                              |

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|         |            |  |   |       |    |         |          |
|---------|------------|--|---|-------|----|---------|----------|
| Class A |            |  |   |       | \$ |         |          |
| Common  | 08/22/2017 |  | S | 5,900 | D  | 107.14  | 73,174 D |
| Stock   |            |  |   |       |    | (2) (5) |          |

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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount Number Shares                                  |
| Option (Right to Buy)                      | \$ 17                                                  | 08/22/2017                           |                                                    | M                              | 300,000                                                                                 | 01/01/2011 <sup>(1)</sup> 09/02/2019                     | Class A Common Stock 300,000                                |

## Reporting Owners

| Reporting Owner Name / Address                                                              | Relationships |           |                   |       |
|---------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                             | Director      | 10% Owner | Officer           | Other |
| Freda Fabrizio<br>THE ESTEE LAUDER COMPANIES INC.<br>767 FIFTH AVENUE<br>NEW YORK, NY 10153 | X             |           | President and CEO |       |

## Signatures

Fabrizio Freda, by Maureen Sladek,  
attorney-in-fact

08/23/2017

\_\_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).

Stock Options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 118,202 shares exercisable from and after January 1, 2011; 118,204 shares exercisable from and after January 1, 2012; 118,204 shares exercisable from and after January 1, 2013. This option (1) was previously reported as covering 59,101 shares exercisable from and after January 1, 2011; 59,102 shares exercisable from and after January 1, 2012; and 59,102 shares exercisable from and after January 1, 2013 at an exercise price of \$34.00 per share, but has been adjusted in this report to reflect the stock split that occurred on January 20, 2012.

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- 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.
- (2)
  - (3) Sales prices range from \$104.91 to \$105.88 per share, inclusive.
  - (4) Sales prices range from \$105.96 to \$106.94 per share, inclusive.
  - (5) Sales prices range from \$106.96 to \$107.58 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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