

ESTEE LAUDER COMPANIES INC

Form 4

November 26, 2007

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

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

OMB APPROVAL

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(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)
11/21/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	11/21/2007		S ⁽¹⁾		12,282	D	\$ 42.4432 ⁽²⁾
Class A Common Stock	11/23/2007		S ⁽¹⁾		12,282	D	\$ 42.0998 ⁽²⁾
Class A Common Stock	11/26/2007		S ⁽¹⁾		12,282	D	\$ 42.3542 ⁽²⁾
							270,185
							257,903
							245,621
							D ⁽¹⁾
							D ⁽¹⁾
							D ⁽¹⁾ ⁽⁹⁾

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Class A Common Stock	11/21/2007	S ⁽³⁾	25,000	D	\$ 42.4412 (4)	335,400	D ⁽³⁾	
Class A Common Stock	11/23/2007	S ⁽³⁾	25,000	D	\$ 42.0997 (4)	310,400	D ⁽³⁾	
Class A Common Stock	11/26/2007	S ⁽³⁾	25,000	D	\$ 42.3544 (4)	285,400	D ⁽³⁾ ⁽⁹⁾	
Class A Common Stock	11/21/2007	S ⁽⁵⁾	12,282	D	\$ 42.4446 (6)	270,185	D ⁽⁵⁾	
Class A Common Stock	11/23/2007	S ⁽⁵⁾	12,282	D	\$ 42.0993 (6)	257,903	D ⁽⁵⁾	
Class A Common Stock	11/26/2007	S ⁽⁵⁾	12,282	D	\$ 42.3557 (6)	245,621	D ⁽⁵⁾ ⁽⁹⁾	
Class A Common Stock	11/21/2007	S ⁽⁷⁾	5,500	D	\$ 42.5002 (8)	511,010	D ⁽⁷⁾	
Class A Common Stock	11/26/2007	S ⁽⁷⁾	60,463	D	\$ 42.5231 (8)	450,547	D ⁽⁷⁾ ⁽⁹⁾	
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)	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 Repo Trans (Instr
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(Instr. 3,
4, and 5)

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

11/26/2007

**Signature of Reporting Person

Date

Gary M. Lauder, by Spencer G. Smul, Attorney-in-fact

11/26/2007

**Signature of Reporting Person

Date

Gary M. Lauder, Trustee, by Spencer G. Smul,
Attorney-in-fact

11/26/2007

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__Signature of Reporting Person

Date

William P. Lauder, Trustee, by Spencer G. Smul,
Attorney-in-fact

11/26/2007

__Signature of Reporting Person

Date

Gary M. Lauder, Trustee, by Spencer G. Smul,
Attorney-in-fact

11/26/2007

__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).
- (1) 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).
- (5) 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 21, 2007 and November 26, 2007, William P. Lauder ("WPL") owns 450,547 shares of Class A 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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